The Ontario Securities Commission

OSC Bulletin

November 25, 2005

Volume 28, Issue 47

(2005), 28 OSCB

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

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

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

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

Contact Centre - Inquiries, Complaints: Fax: 416-593-8122
Capital Markets Branch: Fax: 416-593-3651
- Registration: Fax: 416-593-8283
Corporate Finance Branch:
- Team 1: Fax: 416-593-8244
- Team 2: Fax: 416-593-3683
- Team 3: Fax: 416-593-8252
- Insider Reporting Fax: 416-593-3666
- Take-Over Bids: Fax: 416-593-8177
Enforcement Branch: Fax: 416-593-8321
Executive Offices: Fax: 416-593-8241
General Counsel's Office: Fax: 416-593-3681
Office of the Secretary: Fax: 416-593-2318

The OSC Bulletin is published weekly by Carswell, under the authority of the Ontario Securities Commission.

Subscriptions are available from Carswell at the price of $549 per year.

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

U.S.	$175
Outside North America	$400

Single issues of the printed Bulletin are available at $20 per copy as long as supplies are available.

Carswell also offers every issue of the Bulletin, from 1994 onwards, fully searchable on *SecuritiesSource*™, Canada's pre-eminent web-based securities resource. *SecuritiesSource*™ also features comprehensive securities legislation, expert analysis, precedents and a weekly Newsletter. For more information on *SecuritiesSource*™, as well as ordering information, please go to:

http://www.westlawecarswell.com/SecuritiesSource/News/default.htm

or call Carswell Customer Relations at 1-800-387-5164
(416-609-3800 Toronto & Outside of Canada)

Claims from bona fide subscribers for missing issues will be honoured by Carswell up to one month from publication date.
Space is available in the Ontario Securities Commission Bulletin for advertisements. The publisher will accept advertising aimed at the securities industry or financial community in Canada. Advertisements are limited to tombstone announcements and professional business card announcements by members of, and suppliers to, the financial services industry.

All rights reserved. No part of this publication may be reproduced, stored in a retrieval system, or transmitted in any form or by any means, electronic, mechanical, photocopying, recording, or otherwise without the prior written permission of the publisher.

The publisher is not engaged in rendering legal, accounting or other professional advice. If legal advice or other expert assistance is required, the services of a competent professional should be sought.

© Copyright 2005 Ontario Securities Commission
ISSN 0226-9325
Except Chapter 7 ©CDS INC.

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

Customer Relations
Toronto 1-416-609-3800
Elsewhere in Canada/U.S. 1-800-387-5164
World wide Web: http://www.carswell.com
Email: carswell.orders@thomson.com

Table of Contents

Chapter 1 Notices / News Releases 9413

1.1 Notices 9413

1.1.1 Current Proceedings Before The Ontario Securities Commission 9413

1.1.2 Request for Comment – Proposed Amendments to NI 31-101 – National Registration System and to NP 31-201 – National Registration System 9415

1.1.3 Andrew Currah et al. 9416

1.1.4 Andrew Currah et al. 9416

1.1.5 CSA Staff Notice 81-315 - FAQ on NI 81-106 Investment Fund Continuous Disclosure.................................. 9417

1.2 Notices of Hearing...................................... 9423

1.2.1 Mountain Inn at Ribbon Creek Limited Partnership et al............................... 9423

1.2.2 Mega-C Power Corporation et al. 9427

1.3 News Releases 9430

1.3.1 @rgentum Management and Research Corporation 9430

1.3.2 Mountain Inn at Ribbon Creek Limited Partnership et al. 9430

1.3.3 Mega-C Power Corporation et al. 9431

1.3.4 OSC Concludes Hearing in Respect of Brian Peter Verbeek.................... 9431

1.3.5 OSC Approves Settlement with the Mountain Inn at Ribbon Creek Limited Partnership, the Lodge at Kananaskis Limited Partnership and John Pennington 9432

1.3.6 OSC Approves Settlements with Andrew Currah, Colin Halanen, Warren Hawkins and Joseph Damm 9432

1.3.7 Triax Growth Fund Inc. et al. 9433

1.3.8 OSC Adjourns Hearing and Extends Temporary Cease Trade Orders in the Matter of Michael Ciavarella, Kamposse Financial Corp., Firestar Capital Management Corp., Firestar Investment Management Group and Michael Mitton 9434

1.3.9 OSC to Consider Settlement Agreement Reached in the Matter of Philip Services Corp., Allen Fracassi, Philip Fracassi, Marvin Boughton, Graham Hoey, Colin Soule, Robert Waxman and John Woodcroft 9434

1.4 Notices from the Office of the Secretary ... 9435

1.4.1 Mountain Inn at Ribbon Creek Limited Partnership et al............................... 9435

1.4.2 Hollinger Inc. et al. 9435

1.4.3 Mega-C Power Corporation et al. 9436

1.4.4 Fulcrum Financial Group Inc. et al................. 9436

1.4.5 Andrew Currah et al. 9437

1.4.6 Mountain Inn at Ribbon Creek Limited Partnership et. al.............................. 9437

Chapter 2 Decisions, Orders and Rulings............9439

2.1 Decisions...9439

2.1.1 Duke Energy Corporation and Duke Energy Canada Exchangeco Inc. - MRRS Decision 9439

2.1.2 DaimlerChrysler Canada Finance Inc. - MRRS Decision 9442

2.1.3 Brascan Corporation - MRRS Decision 9443

2.1.4 Prime Dividend Corp. - MRRS Decision 9446

2.1.5 DMP Canadian Value Class et al. - MRRS Decision 9449

2.1.6 First Asset/Blackrock North American Dividend Achievers Trust - MRRS Decision 9452

2.1.7 Primerica International RSP Aggressive Growth Portfolio Fund - MRRS Decision 9453

2.1.8 Torex Retail Canada Corp. - s. 83..9455

2.1.9 Canadian Fundamental 100 Income Fund - MRRS Decision 9457

2.1.10 Molson Coors Brewing Company and Molson Coors Capital Finance ULC - MRRS Decision 9459

2.1.11 PBB Global Logistics Income Fund and Livingston International Income Fund - MRRS Decision 9464

2.1.12 Barclays Global Investors Canada Limited and Barclays Canada Funds - MRRS Decision 9466

2.1.13 MedMira Inc. and Cornell Capital Partners, LP - MRRS Decision 9469

2.1.14 Bank of Nova Scotia and Computershare Trust Company - MRRS Decision 9473

2.1.15 Terasen Pipelines - s. 83..9478

2.1.16 Value Partners Investments Inc. - MRRS Decision 9479

2.1.17 Griffiths McBurney L.P. - MRRS Decision 9483

2.2 Orders..9486

2.2.1 Fulcrum Financial Group Inc. et al. - s. 127(1) 9486

2.2.2 Frontier Pacific Mining Corporation - s. 83.1(1) 9487

2.2.3 Mountain Inn at Ribbon Creek LImited Partnership et al. - s. 127..9489

2.2.4 Andrew Currah et al. - s. 127..9490

2.2.5 Andrew Currah et al.
- s. 127 9491
2.2.6 Andrew Currah et al.
- s. 127 9492
2.2.7 Andrew Currah et al.
- s. 127 9493
2.2.8 Quellos Fund Services, LLC
- s. 218 of the Regulation 9494
2.3 Rulings .... (nil)

Chapter 3 Reasons: Decisions, Orders and Rulings 9497
3.1 OSC Decisions, Orders and Rulings 9497
3.1.1 Mountain Inn at Ribbon Creek Limited Partnership et al. 9497
3.1.2 Andrew Currah et al. 9503
3.1.3 Andrew Currah et al. 9509
3.1.4 Andrew Currah et al. 9515
3.1.5 Andrew Currah et al. 9520
3.2 Court Decisions, Order and Rulings .... (nil)

Chapter 4 Cease Trading Orders 9525
4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders 9525
4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders 9525
4.2.2 Outstanding Management & Insider Cease Trading Orders 9525

Chapter 5 Rules and Policies .... (nil)

Chapter 6 Request for Comments 9527
6.1.1 Request for Comment - Notice of Proposed Amendments to NI 31-101 National Registration System and NP 31-201 National Registration System 9527

Chapter 7 Insider Reporting 9535

Chapter 8 Notice of Exempt Financings 9603
Reports of Trades Submitted on Form 45-501F1 9603

Chapter 9 Legislation .... (nil)

Chapter 11 IPOs, New Issues and Secondary Financings 9607

Chapter 12 Registrations 9613
12.1.1 Registrants 9613

Chapter 13 SRO Notices and Disciplinary Proceedings 9615
13.1.1 MFDA Issues Notice of Hearing regarding Glenn Murray Greyeyes 9615

Chapter 25 Other Information 9617
25.1 Securities 9617
25.1.1 Release from Escrow 9617

Index 9619

Chapter 1

Notices / News Releases

1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

NOVEMBER 25, 2005

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

- -

Unless otherwise indicated in the date column, all hearings will take place at the following location:

The Harry S. Bray Hearing Room
Ontario Securities Commission
Cadillac Fairview Tower
Suite 1700, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

Telephone: 416-597-0681 Telecopier: 416-593-8348

CDS **TDX 76**

Late Mail depository on the 19th Floor until 6:00 p.m.

- -

THE COMMISSIONERS

W. David Wilson, Chair	—	WDW
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

SCHEDULED OSC HEARINGS

TBA	**Yama Abdullah Yaqeen** s. 8(2) J. Superina in attendance for Staff Panel: TBA
TBA	**Cornwall *et al*** s. 127 K. Manarin in attendance for Staff Panel: TBA
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
TBA	**John Illidge, Patricia McLean, David Cathcart, Stafford Kelley and Devendranauth Misir** S. 127 & 127.1 K. Manarin in attendance for Staff Panel: TBA
TBA	**Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boultbee and Peter Y. Atkinson** s.127 J. Superina in attendance for Staff Panel: SWJ/RWD/MTM

TBA	**Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton** s. 127 J. Cotte in attendance for Staff Panel: TBA
TBA	**James Patrick Boyle, Lawrence Melnick and John Michael Malone** s. 127 and 127.1 Y. Chisholm in attendance for Staff Panel: TBA
November 30, 2005 10:00 a.m.	**Fulcrum Financial Group Inc., Secured Life Ventures Inc., Zephyr Alternative Power Inc., Troy Van Dyk and William L. Rogers** s. 127 and 127.1 G. Mackenzie in attendance for Staff Panel: PMM
December 5, 2005 10:00 a.m.	**Richard Ochnik and 1464210 Ontario Inc.** s. 127 and 127.1 M. Britton in attendance for Staff Panel: PMM
December 12, 2005 10:00 a.m.	**Olympus United Group Inc.** s.127 M. MacKewn in attendance for Staff Panel: TBA
December 12, 2005 10:00 a.m.	**Norshield Asset Management (Canada) Ltd.** s.127 M. MacKewn in attendance for Staff Panel: TBA
December 16, 2005 10:00 a.m.	**Portus Alternative Asset Management Inc., and Boaz Manor** s. 127 M. MacKewn in attendance for Staff Panel: TBA
January 11, 2006 10:00 a.m.	**Jose L. Castaneda** s.127 T. Hodgson in attendance for Staff Panel: TBA
January 17, 2006 10:00 a.m.	**Portus Alternative Asset Management Inc., Portus Asset Management Inc. Boaz Manor, Michael Mendelson, Michael Labanowich and John Ogg** s.127 & 127.1 M. MacKewn in attendance for Staff Panel: TBA
10:00 a.m. February 6 to March 10, 2006 (except Tuesdays) April 10, 2006 to April 28, 2006 (except Tuesdays and not Good Friday April 14) May 1 to May 19; May 24 to May 26, 2006 (except Tuesdays) June 12 to June 30, 2006 (except Tuesdays)	**Philip Services Corp. *et al*** s. 127 K. Manarin in attendance for Staff Panel: PMM/RWD/DLK
March 2 & 3, 2006 10:00 a.m.	**Christopher Freeman** s. 127 and 127.1 P. Foy in attendance for Staff Panel: TBA

April 3 to 7, 2006 10:00 a.m.	**Momentas Corporation, Howard Rash, Alexander Funt, Suzanne Morrison and Malcolm Rogers** s. 127 and 127.1 P. Foy 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 Request for Comment – Proposed Amendments to NI 31-101 – National Registration System and to NP 31-201 – National Registration System

REQUEST FOR COMMENT

NOTICE OF PROPOSED AMENDMENTS TO NATIONAL INSTRUMENT 31-101 – *NATIONAL REGISTRATION SYSTEM* AND TO NATIONAL POLICY 31-201 – *NATIONAL REGISTRATION SYSTEM*

Introduction

The Canadian Securities Administrators are publishing for comment proposed amendments to National Instrument 31-101 – *National Registration System* and to National Policy 31-201 – *National Registration System*).

1.1.3 Andrew Currah et al.

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

AND

ANDREW CURRAH, COLIN HALANEN,
JOSEPH DAMM, NICHOLAS WEIR,
PENNY CURRAH AND WARREN HAWKINS

NOTICE OF WITHDRAWAL

WHEREAS on July 23, 2004, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the *Securities Act* (the "Act") in respect of trading in the shares of Findore Minerals Inc.;

AND WHEREAS on October 20, 2005, Staff of the Commission filed an Amended Statement of Allegations;

AND WHEREAS the hearing of this matter is scheduled to proceed on November 21, 2005;

TAKE NOTICE that Staff of the Commission withdraw the allegations against the respondent, Penny Currah.

DATED at Toronto this 11th day of November, 2005

"John Stevenson"
Secretary to the Commission

1.1.4 Andrew Currah et al.

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

AND

ANDREW CURRAH, COLIN HALANEN,
JOSEPH DAMM, NICHOLAS WEIR,
PENNY CURRAH AND WARREN HAWKINS

NOTICE OF WITHDRAWAL

WHEREAS on July 23, 2004, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the *Securities Act* (the "Act") in respect of trading in the shares of Findore Minerals Inc.;

AND WHEREAS on October 20, 2005, Staff of the Commission filed an Amended Statement of Allegations;

AND WHEREAS the hearing of this matter is scheduled to proceed on November 21, 2005;

TAKE NOTICE that Staff of the Commission withdraw the allegations against the respondent, Nicholas Weir.

DATED at Toronto this 17th day of November, 2005

"Daisy Aranha"
per: John Stevenson
Secretary to the Commission

1.1.5 CSA Staff Notice 81-315 - FAQ on NI 81-106 Investment Fund Continuous Disclosure

CANADIAN SECURITIES ADMINISTRATORS
STAFF NOTICE 81-315
FREQUENTLY ASKED QUESTIONS ON
NATIONAL INSTRUMENT 81-106
INVESTMENT FUND CONTINUOUS DISCLOSURE

Background

On June 1, 2005, National Instrument 81-106 *Investment Fund Continuous Disclosure* (NI 81-106) came into force. In order to assist issuers subject to NI 81-106, we have compiled a list of frequently asked questions (FAQs) and staff's response to those questions.

FAQs

After reviewing NI 81-106, some readers have questions regarding its application and interpretation. This list of FAQs is not exhaustive, but represents the types of inquiries we have received.

We have divided the FAQs into the following subject categories:

A. Definitions, Application and Transition Issues

B. Financial Statements

C. Management Reports of Fund Performance (MRFPs)

D. Delivery of Continuous Disclosure Documents to Securityholders

E. Binding and Presentation

F. Quarterly Portfolio Disclosure

G. Proxy Voting Disclosure

A. Definitions, Application and Transition Issues

A-1 **Q:** Sections 18.3 and 18.4 of NI 81-106 provide a transition year for the filing of annual financial statements and annual information forms. Does this transition year only apply to investment funds in existence on June 1, 2005?

A: Yes, these transition provisions only apply to investment funds that were in existence on June 1, 2005. Investment funds created after that date do not require a "transition" year and must comply with the 90 day annual and 60 day interim filing deadlines.

A-2 **Q:** The decisions of some regulators granting pooled funds relief from publicly filing their financial statements contain a sunset clause stating that the exemption expires on the date that NI 81-106 comes into force, which was June 1, 2005. However, pursuant to the transition provisions, pooled funds are only obligated to comply with NI 81-106 for financial years ending on or after June 30, 2005. Can pooled funds that previously received relief from filing their financial statements continue to rely on that exemption for interim financial statements relating to periods prior to the application of NI 81-106?

A: Yes. In the jurisdictions where this relief was granted, we did not intend to create a gap between the application of the exemptive relief orders and the application of NI 81-106. Pooled funds that were granted an exemption from filing financial statements can continue to rely on that exemption up until the time when they must begin complying with NI 81-106. NI 81-106 also grants pooled funds an exemption from filing their financial statements, subject to certain conditions.

A-3 **Q:** Does OSC Rule 51-501 still apply to non-redeemable investment funds?

A: The Ontario Securities Commission extended the revocation date of OSC Rule 51-501 to May 30, 2006 (see (2005) 28 OSCB 4559). Investment funds subject to OSC Rule 51-501 must continue to comply with that rule, up until such time as they are required to begin complying with NI 81-106.

A-4 **Q:** Must commodity pools subject to NI 81-104 file quarterly financial statements for interim periods ending prior to their first annual period to which NI 81-106 applies?

A: No, we amended NI 81-104 to delete this requirement effective June 1, 2005.

A-5 **Q:** Must mutual funds subject to NI 81-101 comply with Part 9 (Annual Information Form) of NI 81-106?

A: If a mutual fund has a current simplified prospectus and annual information form as required by NI 81-101, it does not have to file an annual information form in accordance with NI 81-106. Other investment funds that are in continuous distribution and renew their prospectus annually also do not have to file an annual information form in accordance with Part 9 of NI 81-106. Only investment funds without a current prospectus are required to file an annual information form in accordance with NI 81-106.

A-6 **Q:** Do mutual funds have to include past performance and financial highlights in their simplified prospectus this year?

A: We amended NI 81-101 to indicate that a mutual fund may remove past performance and financial highlights from its simplified prospectus only after the mutual fund has filed its first annual MRFP.

A-7 **Q:** Some investment funds have received exemptive relief (for example, from the requirement to report transactions between a mutual fund and a related person) on the condition that certain disclosure is provided in the statement of portfolio transactions. However, this statement is no longer required. What happens to the exemptive relief?

A: Investment funds should not rely on this exemptive relief because they cannot comply with the condition requiring disclosure in the statement of portfolio transactions. Investment funds in this situation should contact their principal regulator if they still require the exemptive relief.

B. Financial Statements

B-1 **Q:** Is the requirement to disclose that the auditor has not reviewed the interim financial statements fulfilled by clearly marking the interim statements as "unaudited"?

A: No, if the interim statements are not reviewed by the auditor, they must be accompanied by a separate notice as required by section 2.12 of NI 81-106 and as described in section 3.4 of Companion Policy 81-106CP.

B-2 **Q:** What should be included in "securityholder reporting costs" (statement of operations, line item 11)?

A: While an investment fund must assess in its own circumstances what securityholder reporting costs it has incurred, examples would include the costs associated with the printing and mailing of the financial statements, MRFPs and any other required securityholder document.

B-3 **Q:** Line item 18 of the statement of operations is "increase or decrease in net assets from operations, and, if applicable, for each class or series". Please clarify how the overall net increase or decrease in net assets should be allocated to each class or series.

A: Investment funds with more than one class or series are currently allocating income and net assets between classes and series, and should generally continue to use the same method.

B-4 **Q:** Can line item 19 of the statement of operations be called "earnings per share" instead?

A: To provide comparability between investment funds, the prescribed wording for item 19 should be used.

B-5 **Q:** The notes to the financial statements must disclose the total commissions paid to dealers for portfolio transactions. To the extent the amount is ascertainable, the soft-dollar portion (the amount paid for goods and services other than order execution) of these payments must also be disclosed. What does "to the extent the amount is ascertainable" mean? If an investment fund does not have this information, what must it disclose?

A: Investment funds should make reasonable efforts to determine the soft-dollar portion of commissions paid on portfolio transactions. For mutual funds, Form 81-101F2 already requires funds to disclose the names of entities that provided investment decision-making services to the fund if those services were paid for through brokerage transactions executed on the fund's behalf. To the extent an investment fund can assess the value of these services (either through its own valuation process using reasonable estimates or the entities' pricing), NI 81-106 requires the fund to disclose this amount in the notes to the financial statements. In cases where the investment fund cannot

ascertain the value of the soft dollar portion, a statement should be included in the notes that the soft dollar portion is unascertainable.

B-6 **Q:** Given that mutual funds are subject to NI 81-105, what should be included in the "total cost of distribution of the investment fund's securities recorded in the statement of changes in net assets" required in the notes to the financial statements?

A: This item only applies to investment funds that are permitted to pay distribution costs (for example, funds that are not subject to NI 81-105 or have received an exemption from NI 81-105). If distribution costs are paid out of management fees, they do not have to be disclosed separately in the notes (but may be disclosed in the management fee breakdown provided in the MRFP).

B-7 **Q:** Subsection 15.1(1) of NI 81-106 requires the numerator of the management expense ratio to include total expenses before income taxes as shown on an investment fund's statement of operations, and any other fee, charge or expense of the investment fund that has the effect of reducing the investment fund's net asset value. Does the management expense ratio have to include sales commissions paid by an investment fund in connection with the offering of its securities (including one-time commissions) and other offering costs paid by the investment fund?

A: Yes, offering costs paid by an investment fund must be included in its management expense ratio. Offering costs are charges that have the effect of reducing the investment fund's net asset value, and the management expense ratio is not limited to recurring charges only. Additional disclosure may be added by the investment fund explaining why the management expense ratio is higher for the year that the investment fund did an offering.

C. Management Reports of Fund Performance

C-1 **Q:** Do the MRFPs have to include information about classes or series of securities that are not publicly offered?

A: Yes. Part 7 of NI 81-106 requires an investment fund with more than one class or series of securities outstanding referable to a single portfolio to prepare financial statements and MRFPs that contain information concerning all of the classes or series.

C-2 **Q:** Can the MRFP be tailored to include only information that is specific to the series or class of a fund that an investor owns?

A: No, the MRFP must contain information concerning all of an investment fund's classes or series. We encourage investment funds to clearly distinguish the information for each class or series.

Form 81-106F1 – Item 3 – Financial Highlights

C-3 **Q:** The trading expense ratio must be calculated using the total commissions and other portfolio transaction costs disclosed in the notes to the financial statements. What should be included in "other portfolio transaction costs"?

A: The trading expense ratio must be calculated using the number disclosed in the notes to the financial statements in response to item 3(a) of s. 3.6(1) of NI 81-106.

C-4 **Q:** The trading expense ratio is to be calculated using the same denominator as the management expense ratio. Given that portfolio transactions occur at a fund level, can the trading expense ratio be calculated using fund average net assets (rather than assets at the class or series level)?

A: Yes, the denominator used in calculating the trading expense ratio can be the average net assets of the fund as a whole. The trading expense ratio does not have to be calculated at the class or series level.

C-5 **Q:** As the financial highlights tables present historical information for the past five years, does the trading expense ratio have to be calculated for years prior to the implementation of NI 81-106?

A: No, you do not have to go back and calculate the trading expense ratio for financial periods ending prior to the implementation of NI 81-106. A footnote may be added to the financial highlights table explaining that the trading expense ratio is a new requirement.

C-6 **Q:** As there is a new instruction regarding the calculation of the portfolio turnover rate following a purchase-of-assets transaction between two investment funds, does the portfolio turnover rate have to be recalculated for prior years?

A: No, you do not have to recalculate the portfolio turnover rate for prior years. If applicable, the difference in the portfolio turnover rate calculation can be explained in a footnote.

C-7 **Q:** The financial highlights tables in the MRFPs are slightly different from the statement of financial highlights previously prepared. Can the new tables be constructed using the audited numbers from past statements of financial highlights? Do the numbers have to be recalculated or can a footnote explaining that prior years have not been recalculated be added to the financial highlights tables in the MRFPs?

A: For the financial highlights tables, investment funds should use the audited numbers previously published in their financial statements. Information for prior years does not have to be recalculated.

Form 81-106F1 – Item 3 – Management Fees

C-8 **Q:** For the breakdown of management fees required by item 3.3 of Form 81-106F1, given that certain information may be commercially sensitive, can services be grouped into categories? Does the breakdown have to add up to 100% of the management fees?

A: The requirement to breakdown management fees is intended to show investors what is included in the fee. The objective of this requirement is to show what portion goes to the distribution channel by way of trailing commissions, etc. This requirement does not necessitate disclosure of commercially sensitive information (such as the specific compensation paid to portfolio advisers or the manager's profit). Services can be grouped together – for example, "general administration, investment advice and profit" could be one category for which a percentage is given.

The breakdown of management fees does not have to add to 100%, as the item requires disclosure of the *major* services paid for out of the management fee, not a complete accounting.

C-9 **Q:** Does the breakdown of management fees have to be shown separately by series for a multi-class fund?

A: Any differences between classes or series must be disclosed.

C-10 **Q:** Is it acceptable for the breakdown of management fees to include the percentage of management fees representing waived or absorbed expenses if the manager paid for fund expenses on the securityholders' behalf?

A: Yes, the breakdown of management fees can include the percentage representing waived or absorbed expenses.

Form 81-106F1 – Item 4 – Past Performance

C-11 **Q:** How should the return on the short portfolio be calculated?

A: NI 81-106 does not set out how to calculate the return on the short portfolio. Generally, we are of the view that it is possible to calculate the return on the long and short portfolio separately, on a dollar-weighted basis. Investment funds may make reasonable assumptions and estimates in order to calculate the return on the short portfolio, as long as these are explained in the MRFP (for example, with note disclosure under the bar chart).

C-12 **Q:** Can a fund in existence for less than twelve months show past performance?

A: Yes, a young fund can show past performance, if it has completed a financial year (it has audited annual financial statements) and was a reporting issuer at all times during the period for which the performance data is provided. The fund should clearly indicate that the performance shown is for a period of less than one year.

For mutual funds subject to NI 81-102, the "young fund rule" continues to apply to sales communications pursuant to subsection 15.6(a) of NI 81-102.

Form 81-106F1 – Item 5 – Summary of Investment Portfolio

C-13 **Q:** If an investment fund invests in multiple underlying funds, should the summary of investment portfolio list the underlying funds, or does the investment fund have to "look through" to the portfolio of the underlying funds?

A: An investment fund does not have to "look through" to the portfolio of underlying funds. The "look through" only applies when the investment fund invests substantially all of its assets in one underlying fund.

C-14 **Q:** Part 8 of NI 81-106 exempts a labour sponsored or venture capital fund from the requirement to disclose the current value of a venture investment, subject to certain conditions. Does this exemption extend to the summary of investment portfolio in the MRFP?

A: Yes, if a labour sponsored or venture capital fund complies with the conditions in Part 8 of NI 81-106 in order to be exempt from disclosing the individual current values of venture investments, this exemption extends to the summary of investment portfolio.

D. Delivery of Continuous Disclosure Documents to Securityholders

D-1 **Q:** Can an investment fund use standing instructions for one group of securityholders, annual instructions for another group of securityholders, and choose to deliver the disclosure documents to a third group of securityholders?

A: Yes, an investment fund can use any combination of the delivery options available in Part 5 of NI 81-106. However, if the fund has obtained standing instructions from a securityholder, it cannot obtain annual instructions from that securityholder.

D-2 **Q:** If an investment fund obtains standing instructions with respect to the delivery of financial statements and MRFPs, can the dealers provide annual generic reminders to clients that they have provided instructions to the investment fund which can be changed by contacting the fund?

A: If an investment fund obtains standing instructions, it is obligated to advise securityholders annually of the documents they are entitled to receive and of how their delivery instructions can be changed. NI 81-106 does not place this obligation on the dealer, but if the investment fund can send the required annual reminder through its dealers, it may do so.

D-3 **Q:** If an investment fund has information about some, but not all, of its beneficial owners, can it communicate directly with the beneficial owners for which it does have information and rely on NI 54-101 to communicate with its other beneficial owners?

A: Yes, if an investment fund has the necessary information to communicate directly with one or more beneficial owners of its securities, it can do so, even though it may need to rely on NI 54-101 to communicate with other beneficial owners of its securities.

D-4 **Q:** Do investment funds have to solicit new delivery instructions from securityholders who provided standing instructions prior to NI 81-106 coming into force?

A: NI 81-106 requires investment funds to obtain delivery instructions for each document listed in subsection 5.1(2). It will be necessary to obtain delivery instructions for MRFPs (prior instructions would not have contemplated MRFPs).

D-5 **Q:** NI 81-106 requires an investment fund to post certain documents on its website. For how long must these documents remain on the website?

A: NI 81-106 does not specify the length of time that continuous disclosure documents must remain on an investment fund's website. In our view, the documents should stay on the website for a reasonable length of time, and at least until they are replaced by updated versions.

E. Binding and Presentation

E-1 **Q:** As the financial statements for more than one investment fund can be bound together, can the MRFP for one investment fund be bound with a set of financial statements that includes the statements for the relevant fund as well as the statements for other investment funds?

A: Yes. If the financial statements for a group of investment funds are bound together, this document can be bound to the MRFP for one of the investment funds included in the group.

E-2 **Q:** How should the MRFPs be filed on SEDAR – individually or as a group?

A: Each MRFP should be filed on SEDAR only under the individual investment fund to which it pertains (and not under a group profile).

F. Quarterly Portfolio Disclosure

F-1 **Q:** Does an investment fund with a December 31 year end have to prepare quarterly portfolio disclosure for the period ending June 30?

A: No, the quarterly portfolio disclosure only has to be prepared for the first and third quarters. (An interim MRFP must be prepared and filed for the period ending June 30.)

G. Proxy Voting Disclosure

G-1 **Q:** Does an investment fund's proxy voting record only have to report how the fund voted at meetings of Canadian public issuers, or must it include meetings of all publicly traded issuers, Canadian and foreign?

A: The proxy voting record should provide disclosure of all proxies received in connection with meetings of public issuers, both Canadian and foreign.

G-2 **Q:** If an investment fund delegates proxy voting to a third party portfolio adviser, can it rely on the proxy voting policies of the portfolio adviser?

A: Yes, but the investment fund is still responsible for ensuring that its proxy voting policies and procedures meet the requirements in section 10.2 of NI 81-106.

G-3 **Q:** How will securityholders know that the proxy voting record and the proxy voting policies and procedures are available to them?

A: The MRFPs must state on the first page that this disclosure is available (see Part B, Item 1 and Part C, Item 1 of Form 81-106F1). Investment funds are obligated to send their first annual MRFP to every securityholder, including an explanation of the new requirements and the availability of quarterly portfolio disclosure and proxy voting disclosure (see section 18.5 of NI 81-106). We also amended the annual information form to require this disclosure (see Item 12 of Form 81-101F2).

G-4 **Q:** When can securityholders request proxy voting policies and procedures?

A: Securityholders can request a copy of the proxy voting policies and procedures at any time. The transition provision in section 18.2 of NI 81-106 only applies to the proxy voting record.

Questions

Please refer your questions to:

British Columbia Securities Commission
Noreen Bent, Manager & Senior Legal Counsel, 604-899-6741, nbent@bcsc.bc.ca
Christopher Birchall, Senior Securities Analyst, 604-899-6722, cbirchall@bcsc.bc.ca

You may also call 1-800-373-6393 from B.C. and Alberta.

Alberta Securities Commission
Cynthia Martens, Legal Counsel, cynthia.martens@seccom.ab.ca

Manitoba Securities Commission
Wayne Bridgeman, Senior Analyst, 204-945-4905, wbridgeman@gov.mb.ca

Ontario Securities Commission
Vera Nunes, Senior Legal Counsel, 416-593-2311, vnunes@osc.gov.on.ca
Raymond Chan, Accountant, 416-593-8128, rchan@osc.gov.on.ca

Autorité des marchés financiers
Sylvie Anctil-Bavas, Responsable de l'expertise comptable, 514-395-0558 ext. 4373, sylvie.anctil-bavas@lautorite.qc.ca
Jacques Doyon, Analyste, 514-395-0558 ext. 4474, jacques.doyon@lautorite.qc.ca

November 25, 2005

1.2 Notices of Hearing

1.2.1 Mountain Inn at Ribbon Creek Limited Partnership et al.

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

AND

IN THE MATTER OF
THE MOUNTAIN INN AT RIBBON CREEK
LIMITED PARTNERSHIP, THE LODGE AT
KANANASKIS LIMITED PARTNERSHIP,
and JOHN PENNINGTON

NOTICE OF HEARING
(Sections 127 and 127.1)

TAKE NOTICE that the Ontario Securities Commission (the “Commission”) will hold a hearing pursuant to section 127 of the Securities Act at the Commission’s offices on the 17th floor, 20 Queen Street West, Toronto, Ontario, commencing on Friday, the 18th day of November, 2005 at 2:30 p.m., or as soon thereafter as the hearing can be held, to consider whether it is in the public interest to approve a settlement reached between Staff of the Commission and the Respondents.

BY REASON of the allegations set out in the attached Statement of Allegations made by Staff of the Commission dated November 16, 2005;

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

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

DATED at Toronto this 16th day of November, 2005.

”John Stevenson”
Secretary to the Commission

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

AND

THE MOUNTAIN INN AT RIBBON CREEK
LIMITED PARTNERSHIP, THE LODGE AT
KANANASKIS LIMITED PARTNERSHIP,
and JOHN PENNINGTON

STATEMENT OF ALLEGATIONS
OF STAFF OF THE
ONTARIO SECURITIES COMMISSION

Staff of the Ontario Securities Commission make the following allegations:

I. The Respondents

1. The Mountain Inn at Ribbon Creek Limited Partnership (“Mountain”) and the Lodge at Kananaskis Limited Partnership (“Kananaskis”) are each limited partnerships that became reporting issuers in Ontario in 1986. Their head office is located in Oakville, Ontario and each has a December 31st calendar year end. Neither is listed on a stock exchange or market.

2. John Pennington has been the CEO and CFO for Mountain and Kananaskis at all relevant times described below.

II. Annual and Interim Filings

3. Effective March 30, 2004, National Instrument 51-102 (“NI 51-102”) requires reporting issuers to make interim and annual filings. Mountain and Kananaskis must file audited annual financial statements (“AFS”) within 120 days of their financial year end and must file interim financial statements (“IFS”) within 60 days of the end of the interim period pursuant to s. 4.2(b)(i) and 4.4(b)(i) of NI 51-102, respectively. Pursuant to s. 5.1(2)(a) of NI 51-102, Mountain and Kananaskis must file Management Discussion & Analysis (“MD&A”) at the same time as AFS and IFS.

4. Prior to March 30, 2004, pursuant to Rule 52-501, Mountain and Kananaskis were required to file AFS within 140 days of their financial year end and to file IFS within 60 days of the end of the interim period.

5. Effective March 30, 2004, Multilateral Instrument 52-109 (“MI 52-109”) requires the CEO and CFO of a reporting issuer to personally sign interim and annual certificates attesting to the completeness and accuracy of the interim and annual filings (“CEO/CFO Certificates”). Pursuant to s. 2.2 and 3.2 of MI 52-109, Mountain and Kananaskis must file CEO/CFO Certificates at the same time as their annual and interim filings.

III. Repeated Late Filing

6. From 2003 to 2005, despite requests by Staff, Mountain and Kananaskis have failed to file on time their AFS, IFS, the related MD&A and the CEO/CFO Certifications required to be signed by Pennington.

7. The interim and annual filings for fiscal 2003-2005 for Mountain and Kananaskis are detailed at Appendix “A”.

8. In summary, over the past 18 months Mountain and Kananaskis have:

    a) failed to make annual filings on time, resulting in the following cease-trade orders:

        (i) from May 28, 2004 to June 11, 2004 for failing to file AFS on time for fiscal 2003.

        (ii) from May 3, 2005 and May 17, 2005 for failing to file AFS on time for fiscal 2004, together with MD&A and CEO/CFO Certificates.

    b) failed to make interim filings on time by:

        (i) failing to file IFS on time for three of the past five filing deadlines. Filings were late from one business day to nine business days.

(ii) failing to file interim MD&A and interim CEO/CFO Certificates by Pennington on time for three of the past five filing deadlines. Filings were late from six business days to 203 business days.

IV. Conduct Contrary to the Public Interest

9. Mountain and Kananaskis have breached their continuous disclosure obligations required by NI 51-102 and MI 52-109.

10. Pennington authorized, permitted or acquiesced in contraventions of NI 51-102 and MI 52-109 by Mountain and Kananaskis.

11. Each of the Respondents has breached Ontario securities law and engaged in conduct contrary to the public interest.

12. Staff reserve the right to make such further allegations as Staff may advise and the Commission may permit.

DATED at Toronto this 16th day of November, 2005.

Appendix "A"
FILING HISTORY FOR THE MOUNTAIN INN
AND KANANASKIS LODGE (2003-2005)

2003

Date	Filing	Period Ending	Due Date	Date Filed	Late Period (Business Days)
First quarter	IFS	Mar 31/03	May 30/03	June 3/03	2 days
Second quarter	IFS	June 30/03	Aug 29/03	Aug 28/03	On time
Third quarter	IFS	Sept 30/03	Nov 29/03	Nov 28/03	On time
Fourth Quarter	AFS	Dec 31/03	May 19/04	June 10/04	15 days

2004

Date	Filing	Period Ending	Due Date	Date Filed	Late Period (Business Days)
First quarter	IFS	Mar 31/04	May 31/04	May 31/04	On time
	MD&A Certificates	Mar 31/04	May 31/04	July 14/04	31 days
Second quarter	IFS	June 30/04	Aug 30/04	Aug 31/04	1 day
	MD&A Certificates	June 30/04	Aug 30/04	May 17/05	203 days
Third quarter	IFS	Sept 30/04	Nov 29/04	Nov 30/04	1 day
	MD&A Certificates	Sept 30/04	Nov 29/04	Dec 9/04	8 days
Fourth quarter	AFS	Dec 31/04	May 2/05	May 13/05	9 days
	MD&A Certificates	Dec 31/04	May 2/05	May 17/05	11 days

2005

Date	Filing	Period Ending	Due Date	Date Filed	Late Period (Business Days)
First quarter	IFS	Mar 31/05	May 30/05	May 13/05	On time
	MD&A Certificates	Mar 31/05	May 30/05	June 7/05	6 days
Second quarter	IFS	June 30/05	Aug 29/05	Aug 16/05	On time
	MD&A Certificates	June 30/05	Aug 29/05	Aug 16/05	On time

1.2.2 Mega-C Power Corporation et al.

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

AND

IN THE MATTER OF
MEGA-C POWER CORPORATION, RENE PARDO, GARY USLING, LEWIS TAYLOR SR., LEWIS TAYLOR JR., JARED TAYLOR, COLIN TAYLOR and 1248136 ONTARIO LIMITED

NOTICE OF HEARING
(Section 127)

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), at the offices of the Commission, 20 Queen Street West, 17th floor, Toronto, Ontario, in the Large Hearing Room on January 31, 2006, at 10:00 a.m. or as soon thereafter as the matter may be heard.

TO CONSIDER whether, pursuant to sections 127(1) and 127.1 of the Act, it is in the public interest for the Commission to make an order:

(a) under clause 2 of s. 127(1) of the *Act*, that trading in securities by the Respondents cease permanently or for such other period as specified by the Commission;

(b) under clause 3 of s. 127(1) of the *Act*, that any exemptions contained in Ontario securities law do not apply to the Respondents permanently or for such a period as the Commission may order;

(c) under clause 6 of s. 127(1) of the *Act*, that the Respondents be reprimanded;

(d) under clause 7 of s. 127(1) of the *Act*, that any of the Respondents who are acting directors or officers of any issuer resign one or more positions that they may hold as a director or officer of an issuer;

(e) under clause 8 of s. 127(1) of the *Act*, that the Respondents are prohibited from becoming or acting as director or officer of any issuer;

(f) under clause 9 of s. 127(1) of the *Act*, that the Respondents pay an administrative penalty for each failure to comply with Ontario securities law;

(g) under clause 10 of s. 127(1) of the *Act*, that the Respondents disgorge to the Commission any amounts obtained as a result of non-compliance with Ontario securities law;

(h) under s. 127.1 of the *Act*, that the Respondents pay the costs of Staff's investigation and the costs of, or related to, the proceeding that are incurred by or on behalf of the Commission; and

(i) such further orders as the Commission considers appropriate.

BY REASON OF the allegations set out in the Statement of Allegations, and such additional allegations as counsel

AND FURTHER TAKE NOTICE that any party to the proceeding dated November 16h, 2005 may be represented by counsel;

AND FURTHER TAKE NOTICE that in the event that the Commission determines that any of the named Respondents have not complied with Ontario securities law, Staff may request the Commission to consider whether, in the opinion of the Commission, an application should be made to the Superior Court of Justice for a declaration pursuant to section 128(1) of the Act that such Respondents have not complied with Ontario securities law, and that if such declaration be made, the Superior court of Justice make such orders pursuant to section 128(3) of the Act as it considers appropriate.

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

DATED at Toronto this 16th day of November, 2005.

"Daisy Aranha"
Per: John Stevenson
Secretary for the Commission

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

AND

IN THE MATTER OF
MEGA-C POWER CORPORATION, RENE PARDO, GARY USLING, LEWIS TAYLOR SR., LEWIS TAYLOR JR., JARED TAYLOR, COLIN TAYLOR and 1248136 ONTARIO LIMITED

STATEMENT OF ALLEGATIONS OF STAFF OF THE ONTARIO SECURITIES COMMISSION

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

I. BACKGROUND

The Respondents

1. Mega-C Power Corporation (formerly named Net Capital Ventures Corporation) was incorporated in the State of Nevada in February 2001 ("Mega-C"). Mega-C purported to be in the business of commercializing a hybrid capacitor/battery technology (the "Technology") out of its premises in Vaughan, Ontario.

2. Mega-C has never been a reporting issuer in Ontario and has never been registered with the Ontario Securities Commission (the "Commission") in any capacity to trade in securities. Mega-C has also never filed a preliminary prospectus or a prospectus with the Commission.

3. Rene Pardo ("Pardo") was the President and a director of Mega-C. Gary Usling ("Usling") was the Chief Financial Officer and a director of Mega-C.

4. Lewis Taylor Jr. (also know as "Skip Taylor") was Executive Vice-President of Mega-C. Jared Taylor ("Jared") was Director of Investor Relations of Mega-C.

5. Lewis Taylor Sr. (also know as "Chip Taylor") was involved in licensing the Technology to Mega-C through a complex series of agreements with various parties. Chip is the father of Jared, Skip and Colin Taylor ("Colin") and the father-in-law of Paul Pignatelli ("Pignatelli").

6. Chip, Jared, Skip, Colin (through his company 1248136 Ontario Limited) and Pignatelli (collectively, the "Taylor Family") were involved in the transfer of Mega-C shares. Pardo and Usling were also involved in the transfer of Mega-C shares.

II. PROHIBITED REPRESENTATIONS TO MEMBERS OF THE PUBLIC

7. From September 2001 through mid-2003, the Respondents were actively involved in promoting the Technology and soliciting members of the public to purchase Mega-C shares. It is estimated that there are over 1,000 shareholders holding a total of 14.5 million Mega-C shares. The price per share typically ranged from $1.50 US to $5.00 U.S. The majority of shareholders reside in Ontario, although there are shareholders in the United States, Asia, Europe and elsewhere.

8. Beginning in August 2001, Pardo, Usling and members of the Taylor family began inviting members of the public to demonstrations of the Technology and soliciting members of the public to purchase shares in Mega-C. Skip and Chip, as well as Pardo, regularly took an active part in these demonstrations. Skip was also responsible for preparing and distributing promotional materials for Mega-C to the public, including a brochure entitled, "Mega-C Power Releases a Revolutionary New Science To Power The World".

9. In order to effect trades in Mega-C shares, Pardo, Usling, Chip, Skip and Jared Taylor made representations concerning the future value or price of Mega-C shares and told investors that Mega-C would be listed on a stock exchange. Additionally, Pardo and Usling represented that Mega-C shares would be repurchased or resold if any shareholder wanted a return on their investment. These representations are prohibited under section 38 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended ("the Act").

III. UNREGISTERED TRADING AND ILLEGAL DISTRIBUTIONS

10. Each of the named Respondents conducted an act or acts which constituted "trading" within the meaning of the Act. None of the Respondents were registered with the Commission to trade in securities as required by section 25 of the Act.

11. Each of the named Respondents was also involved in illegal distributions of Mega-C shares contrary to section 53 of the Act. Mega-C never filed a preliminary prospectus or a prospectus with the Commission and Mega-C was never a reporting issuer in Ontario. None of the Respondents had exemptions from sections 25 and 53 of the Act available to them with respect to the majority of the share issuances.

Mega-C, Pardo and Usling

12. In November, 2001 Mega-C issued approximately 14.5 million shares from treasury to various individuals. Pardo and companies owned or controlled by him (including but not limited to

NetProfit (Ontario) Inc. and 503124 Ontario Inc.) received approximately 12.3 – 12.8 million of the 14.5 million Mega-C shares issued from treasury. Pardo transferred approximately 8.8 million of these Mega-C shares to approximately 290 Ontario residents.

13. Usling and companies owned or controlled by him (including but not limited to Lauterbrunnen Development Inc.) also received over 1 million Mega-C shares from treasury and from Pardo and were involved in trading these Mega-C shares to members of the public.

14. Neither Pardo nor Usling nor Mega-C were registered to trade in securities as required by section 25 of the Act and exemptions were not available for the majority of these trades. Further, Mega-C did not file a prospectus or a preliminary prospectus with the Commission and Mega-C was not a reporting issuer in Ontario. As such, the trades constituted distributions of securities in breach of section 53 of the Act.

The Taylor Family

15. The Taylor Family was also actively involved in unregistered trading and illegal distributions of Mega-C shares. Each member of the Taylor Family engaged in an act or acts directly or indirectly in furtherance of trades of Mega-C shares.

16. Chip Taylor, members of the Taylor Family, or companies owned or controlled by members of the Taylor family, were apportioned approximately 3 million Mega-C shares from treasury, partially in consideration for the licencing of the Technology, as arranged by Chip. As head of the Taylor Family, Chip was involved in all major decisions made by or on behalf of the Taylor Family.

17. Colin is the sole officer and director of 1248136 Ontario Limited, a company which received approximately 1 million Mega-C shares. In April 2002, Colin, on behalf of 1248136 Ontario Limited, signed a direction to Pardo/Mega-C that Mega-C shares held by 1248136 Ontario Limited be transferred to a number of individuals who had provided valuable consideration to the Taylor Family.

18. Pignatelli also received a large number of Mega-C shares. During the period of June 2002 through September 2002, Pignatelli signed a number of directions to Pardo/Mega-C that Mega-C shares held by him be transferred to a number of individuals who had provided valuable consideration to the Taylor Family.

19. In total, the Taylor Family transferred over one million shares to approximately 400 individuals who had provided the Taylor Family with valuable consideration. The transfer of these shares constituted “trading” within the meaning of the Act. Jared received approximately $3 million (US) from the 400 individuals who purchased shares from the Taylor Family. Jared, and members of the Taylor Family, used the funds raised from shareholders for their own personal purposes.

20. In addition to the shares sold to over 400 individuals by members of the Taylor Family, Chip arranged for Pardo to transfer approximately 2.5 million Mega-C shares to 73 “business associates” in consideration of past debts.

21. None of the revenues received from the disposition of Mega-C shares by the Taylor Family (or any of the named Respondents) have been returned to investors.

V. CONDUCT CONTRARY TO THE PUBLIC INTEREST

22. The Respondents’ whole course of conduct, as set out above, contravened Ontario securities law and was contrary to the public interest.

23. Staff reserves the right to make such other allegations as Staff may advise and the Commission permit.

Dated this 16th day of November 2005.

1.3 News Releases

1.3.1 @rgentum Management and Research Corporation

FOR IMMEDIATE RELEASE
November 16, 2005

COURT ORDERS APPOINTMENT OF RECEIVER OF @RGENTUM

Toronto – At the request of the Ontario Securities Commission (OSC) and supported by the Autorité des marchés financiers (AMF), A. John Page and Associate Inc. has been appointed by the Court as Receiver/Manager for @rgentum Management and Research Corporation (@rgentum) and the mutual funds for which it acts as Fund Manager (the Funds). This appointment authorizes the Receiver to take control of all assets and to preserve any documents belonging to @rgentum and the Funds. An application is expected to be filed for recognition of the Ontario order in Quebec as soon as possible.

Two of the @rgentum Funds have been out of distribution since March, 2004 with the remaining Funds ceasing distribution in March, 2005. At present, material assets of the Funds are located in Ontario, as are a significant number of investors in the Funds.

On September 19, 2005, at the request of the AMF, the Bureau de décision et de révision en valeurs mobilières (BDRVM) issued an Order preventing @rgentum and the Funds from dealing with assets and securities held by a number of financial institutions. In addition, the BDRVM issued an Order requiring @rgentum and its Funds to cease trading in securities.

On September 21 and 28, 2005, in order to assist the AMF, the OSC issued Directions under Section 126(1)(b) of the *Securities Act*, freezing all funds and securities held in the accounts of @rgentum at various financial institutions. On consent, those Directions were extended by the Ontario Court.

The appointment of the Receiver protects the interests of unitholders by ensuring an orderly and transparent process for the collection, preservation, interim management and distribution of assets.

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

Eric Pelletier
Manager, Media Relations
416-595-8913

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

1.3.2 Mountain Inn at Ribbon Creek Limited Partnership et al.

FOR IMMEDIATE RELEASE
November 16, 2005

IN THE MATTER OF THE MOUNTAIN INN AT RIBBON CREEK LIMITED PARTNERSHIP, THE LODGE AT KANANASKIS LIMITED PARTNERSHIP AND JOHN PENNINGTON

TORONTO – The Ontario Securities Commission issued a Notice of Hearing today to consider whether it is in the public interest to approve the settlement agreement between Staff and the Mountain Inn at Ribbon Creek Limited Partnership, the Lodge at Kananaskis Limited Partnership and John Pennington. The hearing will be held at the Commission's offices on the 17th floor, 20 Queen Street West, Toronto, Ontario on Friday, the 18th day of November, 2005 at 2:30 p.m.

Copies of the Notice of Hearing and Statement of Allegations are made available on the Commission's website (**www.osc.gov.on.ca**).

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

Eric Pelletier
Manager, Media Relations
416-595-8913

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

1.3.3 Mega-C Power Corporation et al.

FOR IMMEDIATE RELEASE
November 18, 2005

IN THE MATTER OF
MEGA-C POWER CORPORATION, RENE PARDO, GARY USLING, LEWIS TAYLOR SR., LEWIS TAYLOR JR., JARED TAYLOR, COLIN TAYLOR AND 1248136 ONTARIO LIMITED

TORONTO – The Ontario Securities Commission issued a Notice of Hearing and Statement of Allegations today concerning the above-noted individuals and corporations.

Staff of the Commission allege that various individuals, including former officers and directors of Mega-C Power such as Rene Pardo, Gary Usling, Lewis Taylor Jr (also known as Skip Taylor), and Jared Taylor traded in Mega-C shares without being registered to do so by the Commission and without filing a prospectus, as required under Ontario securities law. It is further alleged that in order to effect the sale of shares to members of the public, certain individuals, including Lewis Taylor Sr. (also known as Chip Taylor) and Rene Pardo, made representations about the future value and status of Mega-C shares that are prohibited under Ontario securities law.

In total, Staff allege that over 650 Ontario investors purchased Mega-C shares from the named Respondents.

The first appearance before the Ontario Securities Commission is scheduled for Tuesday, January 31, 2006, 10 a.m.

Copies of the Notice of Hearing and Statement of Allegations are made available on the Commission's website (**www.osc.gov.on.ca**).

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

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

1.3.4 OSC Concludes Hearing in Respect of Brian Peter Verbeek

FOR IMMEDIATE RELEASE
November 18, 2005

OSC CONCLUDES HEARING
IN RESPECT OF BRIAN PETER VERBEEK

TORONTO – The Ontario Securities Commission has concluded its hearing in the matter of Brian Peter Verbeek.

By Reasons dated July 26, 2005, the Ontario Securities Commission found that Brian Peter Verbeek, a registered representative whose office was located in Nepean, participated in a scheme that involved over 670 investors, most of which were located in Ontario. The Commission found that Verbeek's conduct violated various provisions of the Securities Act and Rule 31-505 and that Verbeek acted contrary to the public interest.

During the sanctions hearing held on Monday, the Commission heard arguments from Staff of the Commission and from Mr. Verbeek, who appeared in person. At the conclusion of the hearing, the Commission stated that it would reserve its decision to permit Mr. Verbeek to file written submissions by November 25, 2005. Copies of the Notice of Hearing and Statement of Allegations in this matter are available on the Commission's website (**www.osc.gov.on.ca**).

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

Eric Pelletier
Manager, Media Relations
416-595-8913

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

1.3.5 OSC Approves Settlement with the Mountain Inn at Ribbon Creek Limited Partnership, the Lodge at Kananaskis Limited Partnership and John Pennington

FOR IMMEDIATE RELEASE
November 18, 2005

OSC APPROVES SETTLEMENT WITH THE MOUNTAIN INN AT RIBBON CREEK LIMITED PARTNERSHIP, THE LODGE AT KANANASKIS LIMITED PARTNERSHIP AND JOHN PENNINGTON

Toronto – The Ontario Securities Commission today approved a settlement agreement between Staff of the Commission and the Mountain Inn at Ribbon Creek Limited Partnership ("Mountain"), the Lodge at Kananaskis Limited Partnership ("Kananaskis") and their CEO and CFO, John Pennington.

Mountain and Kananaskis admitted that, between 2003 and 2005, they failed to file on time annual and interim financial statements, Management Discussion & Analysis, and CFO and CEO certificates required to be signed by Pennington. The Commission ordered that Mountain and Kananaskis each pay a $5,000 administrative penalty, immediately implement changes to procedures to ensure timely filings and be reprimanded. The Commission also ordered that Pennington be reprimanded.

This is the first Commission proceeding in respect of the late filing of CEO and CFO certificates as required by Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings.

Copies of the Order, the Settlement Agreement, the Notice of Hearing and Statement of Allegations are made available on the Commission's website (**www.osc.gov.on.ca**).

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

Eric Pelletier
Manager, Media Relations
416-595-8913

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

1.3.6 OSC Approves Settlements with Andrew Currah, Colin Halanen, Warren Hawkins and Joseph Damm

FOR IMMEDIATE RELEASE
November 21, 2005

OSC APPROVES SETTLEMENTS WITH ANDREW CURRAH, COLIN HALANEN, WARREN HAWKINS AND JOSEPH DAMM

Toronto – The Ontario Securities Commission (OSC) has approved settlement agreements reached with Andrew Currah, Colin Halanen, Warren Hawkins and Joseph Damm.

Currah and Halanen were frequent traders of Findore Minerals Inc. (Findore), a junior resource company that was listed on the Canadian Dealing Network Inc. (CDN). For a period of time, Currah was the president of Findore. During that time and subsequently, Currah was a promoter of Findore's shares. He hired Halanen to respond to inquiries from investors and potential investors. While filling those roles, Currah and Halanen each made hundreds of trades in Findore shares, each using several brokerage accounts at a number of different brokerage firms. Currah and Halanen admit that they made certain trades that were contrary to the public interest, as described below.

Of Currah's trades, 48 trades were among brokerage accounts controlled by him. Of Halanen's trading, 14 of the trades were made between brokerage accounts that he controlled. There was also trading between brokerage accounts controlled by Currah and Halanen respectively. Of these trades, numerous trades occurred at a higher price than the preceding reported trade in Findore's shares.

Currah and Halanen attempted to hold as many Findore shares as possible, in order to participate in an anticipated increase in the price of Findore's shares. Currah and Halanen each traded among their own accounts for the purpose of reducing or eliminating debit balances that had accumulated in their brokerage accounts. Currah also made trades to support the price of Findore's shares in the face of short selling by others. In attempting to intervene in the marketplace in order to reverse the effects of trading by others, Currah admits that he interfered with the operation of an arm's length public market for Findore's shares. Currah and Halanen also admit that they should have known that certain trades among accounts that they controlled could have a misleading appearance as to market activity for Findore's shares.

During this period, Damm and Hawkins were registered representatives employed by Research Capital Corporation (Research Capital). At the time, Research Capital was an approved market maker for Findore's shares on the CDN. Damm and Hawkins were registered representatives for Currah and Halanen and processed hundreds of trades in accounts controlled by Currah and Halanen. Damm and Hawkins took orders from Currah, Halanen and others which would form the basis for their market making

activities, including setting the bid and offer prices for Findore shares. In using the market making facility in this manner, Damm and Hawkins admit that they failed to ensure that they were acting independently of the promoter of Findore shares and acted in a manner contrary to the public interest.

In approving the settlement agreements, the Commission ordered, among other things, that Currah and Halanen respectively cease trading in securities for a period of 10 years and 5 years, subject to certain exceptions. The Commission also ordered that Currah is permanently prohibited from acting as a director or officer of an issuer and that he pay costs in the amount of $45,000. Halanen was also ordered to pay costs in the amount of $15,000.

Under the terms of their settlement agreements, Hawkins and Damm agreed to surrender their registrations with the Commission. Pursuant to their settlement agreements, Hawkins agreed to not reapply to the Commission for registration for a period of 5 years and Damm agreed to not reapply for registration at any time in the future. Damm agreed to pay costs in the amount $15,000.

Staff of the Commission have withdrawn related proceedings against Penny Currah and Nicholas Weir.

Copies of the settlement agreements, the Commission's orders approving the settlement agreements and the Notices of Withdrawal are made available on the OSC's web site (**www.osc.gov.on.ca**).

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

Eric Pelletier
Manager, Media Relations
416-595-8913

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

1.3.7 Triax Growth Fund Inc. et al.

FOR IMMEDIATE RELEASE
November 21, 2005

IN THE MATTER OF
TRIAX GROWTH FUND INC.,
NEW MILLENIUM VENTURE FUND INC.,
E2 VENTURE FUND INC.,
CAPITAL FIRST VENTURE FUND INC.,
NEW GENERATION BIOTECH (BALANCED) FUND INC., AND VENTURE PARTNERS BALANCED FUND INC. (THE FUNDS)

TORONTO – On Friday, November 18, 2005, a panel of the Ontario Securities Commission conducted a hearing and review of a decision of the Director of the Investment Funds Branch of the Commission.

In respect of an application for approval of the merger of the Funds under National Instrument 81-102, the Director had indicated that she would approve the merger, and would grant certain exemptive relief from National Instrument 81-106. The Director declined to require the Funds to pay the costs of the merger and determined that the Funds' affiliated managers, Covington Group of Funds Inc., NGB Management Inc. and New Millenium Venture Partners Inc. (the Managers) should bear those costs. The Managers and the Funds sought a hearing and review of this aspect of the Director's decision.

At the conclusion of the hearing, the Commission dismissed the application, upheld the Director's decision and determined that the Managers should bear the costs of the merger. The Commission indicated that reasons will follow.

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

Eric Pelletier
Manager, Media Relations
416-595-8913

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

1.3.8 OSC Adjourns Hearing and Extends Temporary Cease Trade Orders in the Matter of Michael Ciavarella, Kamposse Financial Corp., Firestar Capital Management Corp., Firestar Investment Management Group and Michael Mitton

FOR IMMEDIATE RELEASE
November 21, 2005

OSC ADJOURNS HEARING AND EXTENDS TEMPORARY CEASE TRADE ORDERS IN THE MATTER OF MICHAEL CIAVARELLA, KAMPOSSE FINANCIAL CORP., FIRESTAR CAPITAL MANAGEMENT CORP., FIRESTAR INVESTMENT MANAGEMENT GROUP AND MICHAEL MITTON

Toronto – On November 21, 2005, the Ontario Securities Commission (OSC) announced that the hearing to consider whether the Temporary Cease Trade Orders in this matter should be continued until the final disposition of the proceeding was adjourned until January 30 and 31, 2005.

On consent of all parties, the Commission issued an order continuing the Temporary Cease Trade Orders against Michael Ciavarella, Kamposse Financial Corp., Firestar Capital Management Corp. and Firestar Investment Management Group preventing them from trading in the shares of Pender International Inc., and continuing the Temporary Cease Trade Order against Michael Mitton preventing him from trading in any shares in Ontario, until the hearing on January 30 and 31, 2005.

Copies of the Temporary Cease Trade Orders and the Notice of Hearing are made available on the OSC's website (**www.osc.gov.on.ca**).

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

Eric Pelletier
Manager, Media Relations
416-595-8913

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

1.3.9 OSC to Consider Settlement Agreement Reached in the Matter of Philip Services Corp., Allen Fracassi, Philip Fracassi, Marvin Boughton, Graham Hoey, Colin Soule, Robert Waxman and John Woodcroft

FOR IMMEDIATE RELEASE
November 22, 2005

OSC TO CONSIDER SETTLEMENT AGREEMENT REACHED IN THE MATTER OF PHILIP SERVICES CORP., ALLEN FRACASSI, PHILIP FRACASSI, MARVIN BOUGHTON, GRAHAM HOEY, COLIN SOULE, ROBERT WAXMAN AND JOHN WOODCROFT

TORONTO – The Ontario Securities Commission will commence a hearing regarding the respondent, Colin Soule to consider a settlement agreement reached between Staff of the Commission and Soule.

The terms of the settlement agreement are confidential until approved by the Commission. The hearing is scheduled for Friday, November 25, 2005 at 2:30 p.m. in the Small Hearing Room on the 17th Floor of the Commission's offices, 20 Queen Street West, Toronto. Copies of the Notice of Hearing and Statement of Allegations are available on the OSC's website (**www.osc.gov.on.ca**).

For Media Inquiries:
Wendy Dey
Director, Communications
and Public Affairs
(416) 593-8120

Eric Pelletier
Manager, Media Relations
416-595-8913

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

1.4 Notices from the Office of the Secretary

1.4.1 Mountain Inn at Ribbon Creek Limited Partnership et al.

FOR IMMEDIATE RELEASE
November 16, 2005

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

AND

IN THE MATTER OF
THE MOUNTAIN INN AT RIBBON CREEK LIMITED PARTNERSHIP, THE LODGE AT KANANASKIS LIMITED PARTNERSHIP, and JOHN PENNINGTON

TORONTO – The Office of the Secretary issued a Notice of Hearing scheduling a hearing on November 18, 2005 at 2:30 p.m. in the above noted matter.

A copy of the Notice of Hearing and the Statement of Allegations are available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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

1.4.2 Hollinger Inc. et al.

FOR IMMEDIATE RELEASE
November 16, 2005

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

AND

IN THE MATTER OF
HOLLINGER INC., CONRAD M. BLACK, F. DAVID RADLER, JOHN A. BOULTBEE, AND PETER Y. ATKINSON

TORONTO – The set-date hearing before the Ontario Securities Commission in relation to Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boultbee, and Peter Y. Atkinson continued today. A panel of the Commission heard further submissions from OSC Staff and counsel for the respondents regarding the scheduling of the hearing on the merits. The Commission reserved its decision in relation to this matter.

A copy of the Notice of Hearing issued on March 18, 2005 and Statement of Allegations are available on the Commission's website (**www.osc.gov.on.ca**).

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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

1.4.3 Mega-C Power Corporation et al.

FOR IMMEDIATE RELEASE
November 16, 2005

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

AND

IN THE MATTER OF
MEGA-C POWER CORPORATION, RENE PARDO, GARY USLING, LEWIS TAYLOR SR., LEWIS TAYLOR JR., JARED TAYLOR, COLIN TAYLOR and 1248136 ONTARIO LIMITED

TORONTO – The Office of the Secretary issued a Notice of Hearing scheduling a hearing on January 31, 2006 at 10:00 a.m. in the above noted matter.

A copy of the Notice of Hearing and the Statement of Allegations are available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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

1.4.4 Fulcrum Financial Group Inc. et al.

FOR IMMEDIATE RELEASE
November 16, 2005

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

AND

IN THE MATTER OF
FULCRUM FINANCIAL GROUP INC., SECURED LIFE VENTURES INC., ZEPHYR ALTERNATIVE POWER INC., TROY VAN DYK AND WILLIAM L. ROGERS

TORONTO – The Commission issued an Order that the Temporary Order is extended against the Respondents until November 30, 2005 and that this matter be returned before the Commission on November 30, 2005 at 10:00 a.m.

A copy of the Order is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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

1.4.5 Andrew Currah et al.

FOR IMMEDIATE RELEASE
November 21, 2005

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

AND

IN THE MATTER OF
ANDREW CURRAH, COLIN HALANEN,
JOSEPH DAMM, NICHOLAS WEIR,
PENNY CURRAH AND WARREN HAWKINS

TORONTO – The Commission has approved settlement agreements reached with Andrew Currah, Colin Halanen, Joseph Damm and Warren Hawkins. Staff of the Commission has withdrawn their allegations as against Penny Currah and Nicholas Weir.

A copy of the Orders, Settlement Agreements and Notices of Withdrawal are available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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

1.4.6 Mountain Inn at Ribbon Creek Limited Partnership et. al.

FOR IMMEDIATE RELEASE
November 21, 2005

IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, as amended

AND

IN THE MATTER OF
THE MOUNTAIN INN AT RIBBON CREEK
LIMITED PARTNERSHIP, THE LODGE AT
KANANASKIS LIMITED PARTNERSHIP and
JOHN PENNINGTON

TORONTO – The Commission issued an Order approving the settlement agreement between Staff of the Commission and The Mountain Inn at Ribbon Creek Limited Partnership, The Lodge at Kananaskis Limited Partnership and John Pennington.

A copy of the Order and Settlement Agreement is available at **www.osc.gov.on.ca**.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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

This page intentionally left blank

Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Duke Energy Corporation and Duke Energy Canada Exchangeco Inc. - MRRS Decision

Mutual Reliance Review System for Exemptive Relief.

except in Nunavut and NWT - Relief from application of National Instrument 51-102 and any comparable continuous disclosure requirements that have not been rendered ineffective or been repealed as a consequence of National Instrument 51-102. pursuant to section 13.1 of National Instrument 51-102.

except in Nunavut and NWT - Relief from application of National Instrument 58-101 pursuant to section 3.1 of National Instrument 58-101.

except in BC - Relief from application of Multilateral Instrument 52-109 pursuant to section 4.5 on Multilateral Instrument 52-109.

except in BC - Relief from application of Multilateral Instrument 52-110 pursuant to section 8.1 on Multilateral Instrument 52-110.

All relief conditional on SEC disclosure documents of Duke Energy Corporation be filed in Canada and sent to security holders of Duke Energy Canada Exchangeco Inc, and other condition parallel to section 13.3 of National Instrument 51-102.

Applicable Legislation

National Instrument 51-102.
National Instrument 58-101.
Multilateral Instrument 52-109.
Multilateral Instrument 52-110.

Citation: Duke Energy Canada Exchangeco Inc. et al, 2005 ABASC 733

August 25, 2005

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUÉBEC, NEW BRUNSWICK, NOVA SCOTIA, NEWFOUNDLAND AND LABRADOR, 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
DUKE ENERGY CORPORATION (DUKE ENERGY) AND DUKE ENERGY CANADA EXCHANGECO INC. (EXCHANGECO, AND TOGETHER WITH DUKE ENERGY, 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 the Filers for a decision under the securities legislation of the Jurisdictions (the Legislation) for:

(a) except in British Columbia, an exemption 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;

(b) except in British Columbia, an exemption from the application of Multilateral Instrument 52-110 *Audit Committees* (MI 52-110) pursuant to section 8.1 of MI 52-110;

(c) except in Nunavut and the Northwest Territories, an exemption from the application of National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102) pursuant to section 13.1 of NI 51-102, and an exemption from any comparable continuous disclosure requirements under the Legislation that have not yet been repealed or otherwise rendered ineffective as a consequence of the adoption of NI 51-102

(collectively, the Continuous Disclosure Requirements); and

(d) except in Nunavut and the Northwest Territories, an exemption from the application of National Instrument 58-101 *Disclosure of Corporate Governance Practices* (NI 58-101) pursuant to section 3.1 of NI 58-101.

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

(b) this MRRS decision document represents 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. Exchangeco is incorporated under the *Canada Business Corporations Act*. Exchangeco's registered office address is Suite 2600, Fifth Avenue Place, East Tower, 425 – 1st Street S.W., Calgary, Alberta T2P 3L8.

2. Exchangeco is an indirect subsidiary of Duke Energy. Duke Energy is a public company in the United States whose common shares are listed on the NYSE. Duke Energy is subject to the requirements of the NYSE and the SEC, including with respect to continuous disclosure, certification of annual and interim filings, audit committees and corporate governance.

3. Exchangeco was formed for the purpose of implementing the merger of Duke Energy with Westcoast Energy Inc. (Westcoast) by way of plan of arrangement. Pursuant to the plan of arrangement, shareholders of Westcoast were provided with the opportunity to receive shares of Exchangeco that are exchangeable into common shares of Duke Energy, subject to certain terms and conditions (the Exchangeable Shares). An Exchangeable Share provides the holder with economic terms and voting rights which are, as nearly as practicable, equivalent to those of a Duke Energy common share.

4. The Exchangeable Shares are listed on the TSX and Exchangeco is a reporting issuer in each of the provinces and territories that provides for a reporting issuer regime.

5. Pursuant to an MRRS Decision Document dated February 26, 2002 (the Previous Decision), Exchangeco received an exemption from the continuous disclosure requirements of the Legislation applicable at that time on the basis of the conditions set out in the Previous Decision.

6. Since the date of the Previous Decision, Exchangeco has become subject to certain requirements contained in NI 51-102, as well as the requirements of MI 52-109, MI 52-110 and NI 58-101, from which the Previous Decision does not provide an exemption.

7. 6,000 Series 1 Preference shares (the Exchangeco Preference Shares) were issued by Exchangeco to ML IBK Positions, Inc., Duke Energy's financial advisors in the plan of arrangement, as partial compensation for those advisory services. The Exchangeco Preference Shares are currently held by ML IBK Positions, Inc.

8. Exchangeco cannot rely on the exemption contained in section 13.3 of NI 51-102 due to the issuance of the Exchangeco Preference Shares. As a result, Exchangeco also cannot rely on the exemptions contained in section 4.3 of MI 52-109, section 1.2(f) of MI 52-110 and section 1.3(c) of NI 58-101. In all other respects, Exchangeco meets the requirements for these exemptions.

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.

Certification and Audit Committee Relief

1. The decision of the Decision Makers (except for the Decision Maker in British Columbia) under the Legislation is that:

   (i) the requirements of MI 52-109 shall not apply to Exchangeco, and

   (ii) the requirements of MI 52-110 shall not apply to Exchangeco,

   provided that (the following being the Order Conditions):

   (a) Duke Energy is the direct or indirect beneficial owner of all of the issued and outstanding voting securities of Exchangeco;

   (b) Duke Energy is an SEC issuer with a class of securities listed or quoted on a U.S. marketplace;

(c) Exchangeco does not issue any securities other than,

(i) Exchangeable Shares;

(ii) securities issued, directly or indirectly, to Duke Energy;

(iii) the Exchangeco Preference Shares previously issued; or

(iv) debt securities issued to banks, loan corporations, trust corporations, treasury branches, credit unions, insurance companies or other financial institutions;

(d) Exchangeco files copies of all documents that Duke Energy is required to file with the SEC, at the same time as, or as soon as practicable after, the filing by Duke Energy of those documents with the SEC;

(e) Exchangeco concurrently sends to all holders of Exchangeable Shares, in the manner and at the time required by U.S. laws and the requirements of any U.S. marketplace on which securities of Duke Energy are listed or quoted, all disclosure materials that are sent to the holders of Duke Energy common shares;

(f) Duke Energy is in compliance with U.S. laws and the requirements of any U.S. marketplace on which securities of Duke Energy are listed or quoted in respect of making public disclosure of material information on a timely basis, and immediately issues in Canada and files any news release that discloses a material change in its affairs;

(g) Exchangeco issues in Canada a news release and files a material change report in accordance with Part 7 of NI 51-102 for all material changes in respect of the affairs of Exchangeco that are not also material changes in the affairs of Duke Energy; and

(h) Duke Energy includes in all mailings of proxy solicitation materials to holders of Exchangeable Shares a clear and concise statement that,

(i) explains the reason the mailed material relates solely to Duke Energy;

(ii) indicates that the Exchangeable Shares are the economic equivalent to Duke Energy common shares; and

(iii) describes the voting rights associated with the Exchangeable Shares.

Continuous Disclosure and Corporate Governance Relief

2. The further decision of the Decision Makers (except for the Decision Makers in Nunavut and the Northwest Territories) under the Legislation is that:

(i) the Continuous Disclosure Requirements shall not apply to Exchangeco, and

(ii) the requirements of NI 58-101 shall not apply to Exchangeco,

provided that Exchangeco is in compliance with the Order Conditions.

"Agnes Lau", CA
Deputy Director, Capital Markets
Alberta Securities Commission

2.1.2 DaimlerChrysler Canada Finance Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Filer exempt from the application of National Instrument 58-101 Disclosure of Corporate Governance Practices – Filer has received an earlier exemption from the continuous disclosure requirements of the legislation.

Ontario Rules

National Instrument 58-101 Disclosure of Corporate Governance Practices.

November 9, 2005

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

AND

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

AND

IN THE MATTER OF
DAIMLERCHRYSLER CANADA FINANCE INC.
(the "Filer")

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "Decision Maker") in each of Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the "Legislation") exempting DCCFI from the application of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101"), pursuant to section 3.1 of NI 58-101.

Under the Mutual Reliance Review System for Exemptive Relief Applications:

(a) the Autorité des marchés financiers 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 is a corporation incorporated under the laws of Québec by articles of incorporation dated November 8, 1994.

2. The Filer was formed to access Canadian and foreign capital markets to raise funds, which it lends to the subsidiaries of DaimlerChrysler AG ("DCAG") in Canada through a consolidated funding and cash management system. The Filer obtains financing through the issuance in Canada and elsewhere of term debt, including medium term notes, and commercial paper.

3. All of the shares of the Filer are indirectly wholly-owned by DCAG .

4. The Filer has medium term notes ("Notes"), all of which are unconditionally and irrevocably guaranteed as to payment of principal and interest by DCAG, and negotiable promissory notes or commercial paper issued and outstanding.

5. The Filer is a reporting issuer or its equivalent in each Jurisdiction where such status exists and is not included in a list of defaulting reporting issuers maintained by any of the Decision Markers.

6. DCAG is a credit supporter of the Filer within the meaning of National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102") NI 51-102 by virtue of DCAG providing a guarantee for the payments to be made by the Filer under the Notes as stipulated in the terms of the Notes.

7. The Filer is a credit support issuer within the meaning of NI 51-102 by virtue of being an issuer of Notes for which a credit supporter has provided a guarantee.

8. The Filer is unable to rely upon the exemption for credit support issuers from the application of NI 51-102 contained in section 13.4 of NI 51-102 for technical reasons.

9. The Decision Makers have exempted the Filer from the application of NI 51-102 and the application of any comparable continuous disclosure requirements under the Legislation of the Jurisdictions that have not yet been repealed or otherwise rendered ineffective as a consequence of the adoption of NI 51-102,

pursuant to the MRRS decision *In the Matter of DaimlerChrysler Canada Finance Inc. and DaimlerChrysler AG* dated June 30, 2005 (the "Initial Decision").

10. NI 58-101 applies to the Filer since it is not a credit support issuer that is exempt under 13.4 of NI 51-102 from the application of NI 51-102.

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 under the Legislation is that the Filer be exempted from the application of NI 58-101, provided that the Filer and DCAG are in compliance with the conditions set forth in the Initial Decision.

"Jean St-Gelais"
Chair

2.1.3 Brascan Corporation - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications. Exemption from Issuer Bid Requirements - Issuer conducting issuer bid granted relief from the requirement to disclose that it will take up and pay for shares on a pro rata basis and to disclose the exact number of shares it intends to purchase under the bid - Because it is reducing odd lots, the issuer cannot comply with the requirement to disclose that it will take up and pay for all shares deposited on a pro rata basis. The shares the issuer takes up to reduce odd lots will be in addition to the shares it is seeking under the bid.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am, ss. 95(7), 104(2)(c).

September 29, 2005

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

AND

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

AND

**IN THE MATTER OF
BRASCAN CORPORATION (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, in connection with the proposed purchase by the Filer of a portion of its outstanding Class A Limited Voting shares (Shares) under an issuer bid (the Offer), the Filer be exempt from the following requirements in the Legislation (the Requested Relief):

(a) to take up and pay for securities proportionately according to the number of securities deposited by each securityholder and disclose the proportionate take-up and payment in the issuer bid circular (the Pro Rata Take Up Requirement);

(b) to state the total number of securities sought under the Offer (the Number of Securities Requirement); and

(c) in all Jurisdictions other than Ontario and Québec, to obtain a valuation of the Shares and disclose the valuation in the issuer bid circular (the Valuation Requirement).

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

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

Representations

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

1. the Filer is a reporting issuer in each of the Jurisdictions and is not in default of any requirement of the Legislation;

2. the Filer's authorized capital includes

    (a) an unlimited number of Shares, of which approximately 260,623,718 were outstanding as at August 31, 2005,

    (b) 85,120 Class B Limited Voting shares,

    (c) an unlimited number of Class A Preference shares, issuable in series and currently consisting of 72,753,701 outstanding shares of 14 different series, and

    (d) an unlimited number of Class AA Preference shares, issuable in series, none of which are outstanding;

3. the Shares trade on the Toronto Stock Exchange (the TSX) and the New York Stock Exchange;

4. Partners Limited (Partners) and its shareholders are the only holders of more than 10% of the outstanding Shares;

5. Partners and its shareholders beneficially own, exercise control or direction over, or have options and warrants to acquire, approximately 45 million Shares, representing approximately 17% of the outstanding Shares on a fully diluted basis;

6. Partners has told the Filer that it does not intend to tender any Shares to the Offer;

7. subject to paragraph 8(b), the Filer wishes to repurchase up to 12.2 million Shares under the Offer;

8. if shareholders tender more than 12.2 million Shares to the Offer,

    (a) the Filer will take the tendered Shares, except Shares described in paragraph (b), up on a pro rata basis, and

    (b) to reduce the number of odd lots held by its shareholders, in addition to the 12.2 million Shares, the Filer will also purchase all of the Shares tendered by any shareholder

        (i) who tenders all of his or her Shares to the Offer, and

        (ii) who, before tendering his or her Shares to the Offer, owned less than 100 Shares (Odd Lot Holders);

9. since the Offer is for less than all the Shares, if more than 12.2 million Shares are tendered to the Offer, the Legislation would require the Filer to comply with the Pro Rata Take Up Requirement, including among the Odd Lot Holders;

10. the Filer cannot comply with the Pro Rata Take Up Requirement among the Odd Lot Holders because of the procedure set out in paragraph 8(b);

11. there is a "liquid market" in the Shares, as defined in Ontario Securities Commission Rule 61-501 (OSC Rule 61-501), because

    (a) there is a published market for the Shares,

    (b) during the 12-months before August 31, 2005,

        (i) there were always at least 5,000,000 Shares outstanding, excluding Shares subject to resale restrictions or that were beneficially owned, or over which control or direction was exercised, by related parties,

        (ii) the aggregate trading volume of the Shares on the TSX was at least 1,000,000 Shares,

        (iii) there were at least 1,000 trades in Shares on the TSX, and

(iv) the aggregate trading value based on the price of the trades referred to in clause (iii) was at least $15,000,000, and

(c) the market value of the Shares on the TSX, as determined in accordance with applicable rules, was at least $75,000,000 for August 2005;

12. because it is reasonable to conclude that, after the Offer, there will be a market for the beneficial owners of Shares who do not tender to the Offer that is not materially less liquid than the market that exists when the Offer is made, the Filer is able to rely upon the exemption from the Valuation Requirement in section 3.4(3) of OSC Rule 61-501 and section 3.4(3) of Quebec Local Policy Statement Q-27 (the Liquid Market Exemptions);

13. the Filer cannot comply with the Number of Securities Requirement because it cannot determine the number of Shares it will acquire under the procedure set out in paragraph 8(b);

14. the Circular will

(a) disclose the mechanics for the take-up of and payment for, or the return of, Shares under the Offer,

(b) explain that, by tendering Shares, a shareholder can reasonably expect that the Filer will purchase the tendered Shares on a pro rata basis, subject to the procedure set out in paragraph 8(b);

(c) disclose the total number of Shares the Filer is offering to acquire under the Offer, subject to the procedure set out in paragraph 8(b),

(d) disclose the facts supporting the Filer's reliance on the Liquid Market Exemptions; and

(e) except to the extent exemptive relief is granted by this decision, contain the disclosure prescribed by the Legislation for issuer bids.

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 under the Legislation is that the Requested Relief is granted provided that

(a) the Filer takes up Shares deposited under the Offer in accordance with paragraph 8, and

(b) the Filer can rely on the Liquid Market Exemptions.

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

2.1.4 Prime Dividend Corp. - MRRS Decision

Headnote

MRRS exemptive relief granted to an exchange traded fund from certain mutual fund requirements and restrictions on: organizational costs, incentive fees, calculation and payment of redemptions, compliance reports and date of record for payment of distributions.

Rules Cited

National Instrument 81-102 - Mutual Funds, ss. 3.3, 7.1(a)(i), 10.3, 10.4, 12.1, 14.1, 19.1.

October 31, 2005

**IN THE MATTER OF
NATIONAL INSTRUMENT 81-102 MUTUAL FUNDS
(NI 81-102)**

AND

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

AND

**IN THE MATTER OF
PRIME DIVIDEND CORP.
(the Company)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (each, a Decision Maker, and together, the Decision Makers) in each of the provinces of Canada except Québec (together, the Jurisdictions) has received an application (the Application) from the Company under securities legislation of the Jurisdictions (the "Legislation") for an exemption from certain provisions of NI 81-102.

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

(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 Company:

1. The Company is a mutual fund corporation established under the laws of Ontario. The Company's manager is Quadravest Inc. (the Manager), and its portfolio adviser is Quadravest Capital Management Inc. (Quadravest).

2. The Company will make an offering (the Offering) to the public, on a best efforts basis, of class A shares (the Class A Shares) and of preferred shares (the Preferred Shares) in each of the provinces of Canada.

3. The Class A Shares and the Preferred Shares (together, a "Unit") will be listed for trading on the Toronto Stock Exchange (the TSX).

4. The Company will invest the net proceeds of the Offering primarily in a portfolio of equity securities (the Portfolio) which will include each of the following publicly traded Canadian dividend-paying companies (collectively, the "Portfolio Companies"):

Banks
Bank of Montreal
The Bank of Nova Scotia
Canadian Imperial Bank of Commerce
National Bank of Canada
Royal Bank of Canada
The Toronto-Dominion Bank

Investment Management Companies
AGF Management Limited
CI Fund Management Inc.
IGM Financial Inc.

Life Insurance Companies
Great-West Lifeco Inc.
Manulife Financial Corporation
Sun Life Financial Inc.

Utilities & Other
BCE Inc.
TransAlta Corporation
TransCanada Corporation
Power Financial Corporation
TSX Group Inc.

5. The Company expects that common shares of a particular Portfolio Company will generally represent no less than 4% and no more than 8% of the net asset value (Net Asset Value) of the Company. Up to 20% of the Net Asset Value of the Company may be invested in equity securities of issuers in the financial services or utilities sectors in Canada or the United States, other than the Portfolio Companies.

6. Holders of Preferred Shares will be entitled to receive, as and when declared by the Board of Directors of the Company, fixed cumulative preferential monthly cash dividends at a rate per year equal to the prime rate in Canada (the Prime Rate) plus 0.75% with a minimum annual rate of 5.0% and a maximum annual rate of 7.0% of the original issue price. On or about December 1, 2012 (the Termination Date), the Company will redeem the Preferred Shares and holders will receive the original issue price. The Preferred Shares have been provisionally rated Pfd-2 by Dominion Bond Rating Service Limited (DBRS).

7. In respect of the Class A Shares, the Company's objectives are to provide holders of Class A Shares with regular floating rate monthly cash distributions initially targeted to be at a rate per annum equal to the Prime Rate plus 2.0%, with a minimum targeted annual rate of 5.0% and a maximum targeted annual rate of 10.0% of the original issue price. On or about the Termination Date, the Company's objective is to redeem the Class A Shares and provide holders the original issue price. Holders of Class A Shares will also be entitled to receive, on the Termination Date, the balance, if any, of the remaining assets of the Company after returning the original issue price to the holders of the Preferred Shares and Class A Shares.

8. Preferred Share distributions will be funded primarily from the dividends received on the Portfolio.

9. The record date for shareholders of the Company entitled to receive dividends will be established in accordance with the requirements of the TSX from time to time.

10. To supplement the dividends earned on the Portfolio and to reduce risk, the Company will from time to time write covered call options in respect of all or part of the Portfolio.

11. The Preferred Shares and Class A Shares may be surrendered for retraction at any time and will be retracted on a monthly basis on the last business day of each month (a Retraction Date), provided such shares are surrendered for retraction not less than 20 business days prior to the Retraction Date. The Company will make payment for any shares retracted within fifteen business days of the Retraction Date.

12. Under the investment management agreement between the Company and Quadravest, Quadravest is entitled to a base management fee payable monthly in arrears at an annual rate equal to 0.65% of the Company's Net Asset Value calculated as at each monthly Retraction Date.

13. Quadravest is also entitled to a performance fee equal to 20% of the amount by which the total return per Unit of the Company for a financial year (which includes all cash distributions per Unit made during the year and any increase in the Net Asset Value per Unit from the beginning of the year after the deduction on a per Unit basis of all fees, other expenses and distributions) exceeds 112% of the Bonus Threshold. The Bonus Threshold for any financial year immediately following a year for which a performance fee is payable, is equal to the Net Asset Value per Unit at the beginning of that financial year. The Bonus Threshold for any financial year for which a performance fee is not payable, is equal to the greater of (i) the Net Asset Value per Unit at the end of the immediately prior financial year; and (ii) the Bonus Threshold for the prior year, minus the Adjustment Amount. The Adjustment Amount for any financial

year is the amount, if any, by which the Net Asset Value per Unit at the end of the immediately prior financial year plus dividends paid in that prior year exceeds the Bonus Threshold for that prior year.

14. No performance fee may be paid in any year, (i) the Net Asset Value per Unit is less than $25.00; (ii) if the Preferred Shares are rated by DBRS at less than Pfd-2 (or, if DBRS has not rated such shares, then the equivalent rating of another rating agency that has rated such shares shall apply); or (iii) if the Company has not earned a total annual return of at least the Base Return on a cumulative basis since inception. The Base Return in any year is the greater of 5% and the annual total return for such year as measured by the Scotia Capital 91-day T-Bill Index (the T-Bill Index).

15. The T-Bill Index reflects income yields available to investors who acquire risk-free 91-day Treasury bills. The Manager believes that the T-Bill Index is an appropriate benchmark against which to assess the performance of the total return per Unit as the investment objective of the Company is to achieve targeted returns for the Preferred Shares and the Class A Shares. Although the actual returns may be achieved in part through the capital appreciation of equity securities, the principal objective, as evidenced by the Company's intention to write covered call options, is to achieve the targeted returns and not track the performance of an investment in the equity securities. As a result, the Manager believes that the most appropriate benchmark is one that focuses on yield and not on the investment performance of equity securities.

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 under the Legislation is that the Decision Makers hereby exempt the Company from the following requirements of NI 81-102:

(a) section 3.3 - so that the organizational costs and the expenses of the Offering can be borne by the Company;

(b) sub-clause 7.1(a)(i) - to permit the Company to pay an incentive fee calculated with reference to the T-Bill Index and in the manner disclosed in the Company's (final) prospectus (the Prospectus), provided that the Manager believes the T-Bill Index to be an appropriate benchmark against which to measure the performance of the Company and both the Manager's belief and the reasons therefore are disclosed in the Prospectus;

(c) section 10.3 - to permit the Company to calculate the Preferred Share Retraction Price and the Class A Share Retraction Price in the manner described in the Prospectus and on the applicable Retraction Date, as defined in the Prospectus, following the surrender of Units for retraction;

(d) section 10.4 - to permit the Company to pay the Preferred Share Retraction Price and the Class A Share Retraction Price on the Retraction Payment Date, as defined in the Prospectus;

(e) section 12.1 - to relieve the Company from the requirements to file the prescribed compliance report; and

(f) section 14.1 - to relieve the Company from the requirement relating to the record date for payment of dividends or other distributions of the Company, provided that it complies with the applicable requirements of the TSX.

"Rhonda Goldberg"
Assistant Manager
Investment Funds Branch
Ontario Securities Commission

2.1.5 DMP Canadian Value Class et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – certain mutual funds granted exemptions from National Instrument 81-102 Mutual Funds to engage in short selling of securities up to 10% of net assets, subject to certain conditions and requirements.

Rules Cited

National Instrument 81-102 Mutual Funds, ss. 2.6(a), 2.6(c), 6.1(1), 19.1.

November 9, 2005

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

AND

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

AND

**IN THE MATTER OF
DMP CANADIAN VALUE CLASS
DMP FOCUS+ EQUITY CLASS
DMP GLOBAL VALUE CLASS
DMP POWER CANADIAN GROWTH CLASS
DMP POWER GLOBAL GROWTH CLASS
DMP CANADIAN DIVIDEND CLASS
(the "Funds")**

AND

**GOODMAN & COMPANY, INVESTMENT COUNSEL LTD.
(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, on behalf of the Funds for a decision under the securities legislation of the Jurisdictions (the "Legislation") exempting the Funds from the following requirements of the Legislation, subject to certain terms and conditions:

(a) the requirement contained in subsection 2.6(a) of National Instrument 81-102 *Mutual Funds* ("NI 81-102") prohibiting a mutual fund from providing a security interest over a mutual fund's assets;

(b) the requirement contained in subsection 2.6(c) of NI 81-102 prohibiting a mutual fund from selling securities short; and

(c) the requirement contained in subsection 6.1(1) of NI 81-102 prohibiting a mutual fund from depositing any part of a mutual fund's assets with an entity other than the mutual fund's custodian,

(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 Filer:

1. Each Fund is a class of shares of Dynamic Managed Portfolios Ltd. which is a mutual fund corporation subsisting under the *Canada Business Corporations Act*. Each Fund is a reporting issuer in those Jurisdictions whose securities legislation contemplates such status and distributes its securities pursuant to a simplified prospectus and annual information form dated May 11, 2005.

2. The investment practices of each Fund will comply in all respects with the requirements of Part 2 of NI 81-102.

3. Each short sale made by a Fund will be subject to compliance with the investment objective of such Fund.

4. In order to effect a short sale, a Fund will borrow securities from either its custodian or a dealer (in either case, the "Borrowing Agent"), which Borrowing Agent may be acting either as principal for its own account or as agent for other lenders of securities.

5. Each Fund will implement the following controls when conducting a short sale:

(a) securities will be sold short for cash, with the Fund assuming the obligation to return to the Borrowing Agent the securities borrowed to effect the short sale;

(b) the short sale will be effected through market facilities through which the securities sold short are normally bought and sold;

(c) the Fund will receive cash for the securities sold short within normal trading settlement periods for the market in which the short sale is effected;

(d) the securities sold short will be "liquid securities" in that:

(i) the securities will be listed and posted for trading on a stock exchange, and

(A) the issuer of the security will have a market capitalization of not less than CDN$300 million, or the equivalent thereof, at the time the short sale is effected; or

(B) the investment advisor will have pre-arranged to borrow for the purposes of such short sale;

or

the securities will be bonds, debentures or other evidences of indebtedness of or guaranteed by:

(i) the Government of Canada or any province or territory of Canada; or

(ii) the Government of the United States of America;

(e) at the time securities of a particular issuer are sold short by a Fund:

(i) the aggregate market value of all securities of that issuer sold short by the Fund will not exceed 2% of the net assets of the Fund; and

(ii) the Fund will place a "stop-loss" order with a dealer to immediately purchase for the Fund an equal number of the same securities if the trading price of the securities exceeds 115% (or such lesser percentage as the Manager may determine) of the price at which the securities were sold short;

(f) the Fund will deposit Fund assets with the Borrowing Agent as security in connection with the short sale transaction;

(g) the Fund will keep proper books and records of all short sales and Fund assets deposited with Borrowing Agents as security;

(h) the Fund will develop written policies and procedures for the conduct of short sales prior to conducting any short sales; and

(i) the Fund will provide disclosure in its simplified prospectus of the short selling strategies and the details of this exemptive relief prior to implementing the short selling strategy.

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 under the Legislation is that the Requested Relief is granted to each Fund provided that:

1. the aggregate market value of all securities sold short by the Fund does not exceed 10% of the net assets of the Fund on a daily marked-to-market basis;

2. the Fund holds "cash cover" (as defined in NI 81-102) in an amount, including the Fund assets deposited with Borrowing Agents as security in connection with short sale transactions, that is at least 150% of the aggregate market value of all securities sold short by the Fund on a daily marked-to-market basis;

3. no proceeds from short sales by the Fund are used by the Fund to purchase long positions in securities other than cash cover;

4. the Fund maintains appropriate internal controls regarding its short sales including written policies and procedures, risk management controls and proper books and records;

5. any short sale made by a Fund is subject to compliance with the investment objectives of the Fund;

6. for short sale transactions in Canada, every dealer that holds Fund assets as security in connection with short sale transactions by the Fund shall be a registered dealer in Canada and a member of a self-regulatory organization that is a participating member of the Canadian Investor Protection Fund;

7. for short sale transactions outside of Canada, every dealer that holds Fund assets as security in connection with short sale transactions by the Fund shall:

   (a) be a member of a stock exchange and, as a result, be subject to a regulatory audit; and

   (b) have a net worth in excess of the equivalent of CDN$50 million determined from its most recent audited financial statements that have been made public;

8. except where the Borrowing Agent is the Fund's custodian, when the Fund deposits Fund assets with a Borrowing Agent as security in connection with a short sale transaction, the amount of Fund assets deposited with the Borrowing Agent does not, when aggregated with the amount of Fund assets already held by the Borrowing Agent as security for outstanding short sale transactions of the Fund, exceed 10% of the net assets of the Fund, taken at market value as at the time of the deposit;

9. the security interest provided by the Fund over any of its assets that is required to enable the Fund to effect short sale transactions is made in accordance with industry practice for that type of transaction and relates only to obligations arising under such short sale transactions;

10. prior to conducting any short sales, the Fund discloses in its simplified prospectus a description of: (a) short selling, (b) how the Fund intends to engage in short selling, (c) the risks associated with short selling, and (d) in the Investment Strategy section of the simplified prospectus, the Fund's strategy and this exemptive relief;

11. prior to conducting any short sales, the Fund discloses in its annual information form the following information:

   (a) that there are written policies and procedures in place that set out the objectives and goals for short selling and the risk management procedures applicable to short selling;

   (b) who is responsible for setting and reviewing the policies and procedures referred to in the preceding paragraph, how often the policies and procedures are reviewed, and the extent and nature of the involvement of the board of directors or trustee in the risk management process;

   (c) the trading limits and other controls on short selling and who is responsible for authorizing the trading and placing limits or other controls on the trading;

   (d) whether there are individuals or groups that monitor the risks independent of those who trade; and

   (e) whether risk measurement procedures or simulations are used to test the portfolio under stress conditions;

12. whenever the Fund prepares financial statements, the following information is included:

   (a) the statement of net assets of the Fund records the securities sold short as a liability with the Fund's assets deposited as security with Borrowing Agents for securities sold short recorded as an asset; and

   (b) the dividends and other income received on borrowed securities in connection with securities sold short are shown as an expense on the statement of operations of the Fund.

13. this relief shall terminate upon the coming into force of any legislation or rule of the Decision Makers dealing with matters referred to in subsections 2.6(a), 2.6(c) and 6.1(1) of NI 81-102.

"Leslie Byberg"
Manager, Investment Funds
Ontario Securities Commission

2.1.6 First Asset/Blackrock North American Dividend Achievers Trust - MRRS Decision

Headnote

MRRS - Exemption granted to an investment fund from the requirement in National Instrument 81-106 Investment Funds Continuous Disclosure to calculate its net asset value on a daily basis subject to certain conditions and requirements.

Rules Cited

National Instrument 81-106 Investment Funds Continuous Disclosure, ss. 14.2(3), 17.1.

November 8, 2005

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUÉBEC, NOVA SCOTIA,
NEW BRUNSWICK, 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
FIRST ASSET/BLACKROCK NORTH AMERICAN
DIVIDEND ACHIEVERS TRUST
(the "Fund")

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 Fund for a decision under the securities legislation of the Jurisdictions (the "Legislation") for an exemption from the requirement contained in section 14.2(3)(b) of National Instrument 81-106 – Investment Fund Continuous Disclosure ("NI 81-106") to calculate net asset value at least once every business day (the "Requested Relief").

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

(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 Fund:

1. The Fund is an investment fund established under the laws of Ontario. The Fund's manager is First Asset Funds Inc. (the "Manager") and its investment advisor is First Asset Investment Management Inc.

2. The Fund will make an offering (the "Offering") to the public, on a best efforts basis, of units of the Fund (the "Units") in each of the provinces of Canada.

3. The Units will be listed for trading on the Toronto Stock Exchange (the "TSX").

4. The Fund will invest the net proceeds of the Offering primarily in a portfolio that consists of issuers that are "Dividend Achievers". To be considered a "Dividend Achiever", an issuer must have raised its annual regular cash dividend for at least each of the last ten consecutive calendar years (5 years in the case of Canadian issuers). From all those stocks that meet this criteria, individual stocks will be selected by identifying the 100 highest yielding "Dividend Achievers" and all the Canadian "Dividend Achievers", from which 60 to 90 stocks will be selected using an allocation model that takes into account factors such as yield, sector, industry, capitalization and volatility.

5. The Fund will calculate its net asset value per Unit on Thursday of each week, or if any Thursday is not a business day, the immediately preceding business day, the last business day of each month, each Redemption Date and any other date on which the Manager elects, in its discretion, to calculate the net asset value per Unit (a "NAV Valuation Date"). Net asset value will be calculated as at the close of business on each NAV Valuation Date by subtracting the aggregate amount of the Fund's liabilities from the aggregate value of the Fund's assets.

6. The Fund's objectives are to maximize total returns for the owners of the beneficial interest in the Units ("Unitholders") and pay monthly cash distributions of $0.05 per Unit ($0.60 per annum or 6.0% on the original issue price). The Fund does not have a fixed termination date but may be terminated by the Manager with the approval of Unitholders by a resolution passed by the affirmative vote of at least $66^{2/3}$% of the votes cast, either in person or by proxy, at a meeting of

Unitholders called for the purpose of considering such a resolution.

7. Subject to the Fund's right to suspend redemptions, Units may be surrendered for redemption on a monthly and yearly basis. Units may be surrendered for redemption on (i) the last business day of the month where the Units are surrendered by 5:00 p.m. (Toronto time) on a day that is 15 business days prior to the last day of the month; or (ii) the last business day of the following month where the Units are surrendered after 5:00 p.m. (Toronto time) of the day that is within 15 business days of the last day of the current month (the "Monthly Redemption Date") by giving notice thereof to the Manager. Units surrendered in such a fashion will be redeemed on the applicable Monthly Redemption Date. Additionally, Units may be redeemed annually on the second last business day in March (the "Redemption Date") provided they are surrendered not more than 45 days and not less than 10 business days prior to the Redemption Date.

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 under the Legislation is that the Requested Relief is granted provided the Prospectus discloses that:

(a) the net asset value calculation is available to the public upon request, and

(b) there is a toll-free telephone number or website that the public can access for this purpose;

for so long as:

(a) the Units are listed on the TSX, and

(b) the Fund calculates its net asset value at least weekly.

"Leslie Byberg"
Manager, Investment Funds Branch
Ontario Securities Commission

2.1.7 Primerica International RSP Aggressive Growth Portfolio Fund - MRRS Decision

Headnote

MRRS exemption granted from the requirement in section 5.1(c) of National Instrument 81-102 – Mutual Funds to obtain securityholder approval for a change in the fundamental investment objectives of the fund. Exemption granted in connection with termination of RSP clone funds due to change in foreign content restrictions.

Rules Cited

National Instrument 81-102 - Mutual Funds, s. 5.1(c).

November 3, 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, 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
PRIMERICA INTERNATIONAL RSP AGGRESSIVE GROWTH PORTFOLIO FUND (the "Portfolio")

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 Portfolio for a decision, pursuant to National Instrument 81-102 – *Mutual Funds* ("NI 81-102"), exempting the Portfolio from the requirement in Section 5.1(c) of NI 81-102 to obtain the approval of securityholders of the Portfolio for a change in the fundamental investment objectives of the Portfolio (the "Requested Relief").

Under the Mutual Reliance Review System for Exemptive Relief Applications

- the Ontario Securities Commission is the principal regulator for this application; and
- 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 Portfolio:

1. The Portfolio is a trust established under the laws of Ontario pursuant to a declaration of trust dated November 15, 1999. The Portfolio 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.

2. Units of the Portfolio are offered for sale in each Jurisdiction pursuant to a simplified prospectus and annual information form, each dated November 23, 2004 (collectively, the "Prospectus").

3. PFSL Investments Canada Ltd. ("PFSL") is a corporation incorporated under the laws of Ontario with its registered office located in Mississauga, Ontario. PFSL is the manager, trustee, exclusive distributor and the registrar and transfer agent of the Portfolio.

4. The Portfolio is a strategic asset allocation fund. Its investment objective is to seek superior capital growth by investing 100% of its assets in units of several RSP Clone Funds (collectively referred to herein as the "AGF RSP Funds") managed by AGF Funds Inc. ("AGF") in the proportions set out in the table below.

AGF RSP Fund	% of the Portfolio
AGF RSP American Growth Fund	20%
AGF RSP European Equity Fund	20%
AGF RSP Japan Fund	10%
AGF RSP World Companies Fund	25%
AGF RSP International Value Fund	25%

5. Each AGF RSP Fund qualified as an RSP Clone Fund. As such, each AGF RSP Fund was intended for investors who wished to invest in such fund through a registered plan without such investment constituting "foreign property" for purposes of the *Income Tax Act* (Canada) (the "Tax Act"). Each AGF RSP Fund had a fundamental investment objective that required it to link its performance to a fund managed by AGF whose securities constituted foreign property under the Tax Act (collectively, the "Underlying AGF Funds").

6. Upon the enactment of the *Budget Implementation Act, 2005* (Canada) (the "Budget Act"), the foreign property rules contained in the Tax Act were repealed effective for months ending in 2005 and subsequent years. As a result, investors no longer need to invest in RSP Clone Funds since there are no longer any adverse tax consequences under the Tax Act for holding foreign property in a registered plan.

7. On July 5, 2005, AGF announced that the AGF RSP Funds would be closed to new purchases (other than for reinvested distributions) as of the close of business on July 22, 2005 and would be terminated on August 12, 2005. Prior to termination, each AGF RSP Fund unwound the forward contracts they held and received back from such AGF RSP Fund's counterparty, units of the corresponding AGF Underlying Fund held, as hedges, by those counterparties. The sole assets of the AGF RSP Fund then consisted of units of the AGF Underlying Fund, which were distributed out to unitholders of the AGF RSP Fund (including the Portfolio), in specie, as part of the wind-up. Accordingly, the unitholders of the AGF RSP Fund (including the Portfolio) became direct securityholders of the corresponding AGF Underlying Fund.

8. The AGF RSP Funds completed the changes described above without unitholder approval in reliance on CSA Staff Notice 81-314 - *Removal of Foreign Content Restrictions for Registered Plans - Eliminating Indirect Foreign Content Exposure in Certain RSP Funds* (the "CSA Notice"). The Portfolio, being a fund-of-funds, cannot rely on the CSA Notice as it is itself not (i) an RSP Clone Fund, (ii) a mutual fund that qualifies as an RSP Clone Fund except that it links its performance to the performance of a group of foreign securities that are similar to the portfolio of the underlying fund, or (iii) a mutual fund which qualifies as an RSP Clone Fund except that it links its performance to the performance of more than one underlying fund.

9. As a result of the changes to the AGF RSP Funds announced by AGF, the Portfolio is no longer able to invest cash received from new purchases in the AGF RSP Funds in accordance with its fundamental investment objectives. Furthermore, effective upon the termination of the AGF RSP Funds, the Portfolio's assets consist of the Underlying AGF Funds and thus the Portfolio is technically in breach of its fundamental investment objectives.

10. PFSL is satisfied that as trustee of the Portfolio it has sufficient authority and flexibility under the constating documents of the Portfolio to change

the investment objectives of the Portfolio without the approval of its unitholders, provided the relief requested herein is granted by the Decision Makers.

11. Effective on or before November 23, 2005, PFSL intends to change the name of the Portfolio to “Primerica Global Aggressive Growth Portfolio Fund”.

12. On July 22, 2005, PFSL issued a press release announcing that effective as of such date the Portfolio would invest its assets directly in the AGF Underlying Funds in the same proportions as set out in paragraph 4 above.

Decision

Each of the Decision Makers is satisfied that the test contained in NI 81-102 that provides the Decision Maker with the jurisdiction to make the Decision has been met.

The decision of the Decision Makers under NI 81-102 is that the Requested Relief is granted provided that:

1. An amendment to the Prospectus (the “Amendment”) disclosing the change in the fundamental investment objectives of the Portfolio be filed as soon as practicable and in any event within ten days after the date of this Decision Document.

2. PFSL will send or cause to be sent to each person, who was a securityholder in the Portfolio on the date that the Amendment is filed, as soon as practicable and in any event by March 1, 2006, a communication (the “Communication”) that may be part of or accompany:

   (a) a trade confirmation, if a trade confirmation is sent following the Amendment;

   (b) an account statement next sent to securityholders after the Amendment; or

   (c) any other communication sent to securityholders.

   The Communication will disclose:

   (i) the reason for the change in fundamental investment objectives of the Portfolio;

   (ii) that there has been a change in what the Portfolio holds;

   (iii) that there has been no change in the risks to the securityholder;

   (iv) that securityholders of the Portfolio will benefit from the reduced costs of investing directly in the Underlying AGF Funds; and

   (v) that the name of the Portfolio has been or will be changed to “Primerica Global Aggressive Growth Portfolio Fund” on or before November 23, 2005.

"Leslie Byberg"
Manager, Investment Funds

2.1.8 Torex Retail Canada 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.

November 17, 2005

Torys LLP
Suite 3000, 79 Wellington St. W.
Box 270, TD Centre
Toronto, ON M5K 1N2

Attn: Jennifer Lennon

Dear Ms. Lennon:

Re: Torex Retail Canada Corp. (the "Applicant") - Application to Cease to be a Reporting Issuer under the securities legislation of Ontario and Quebec (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 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 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.

"Erez Blumberger"
Assistant Manager, Corporate Finance
Ontario Securities Commission

2.1.9 Canadian Fundamental 100 Income Fund - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – exemption granted to an investment fund from the requirement in National Instrument 81-106 *Investment Fund Continuous Disclosure* to calculate its net asset value on a daily basis subject to certain conditions.

Rules Cited:

National Instrument 81-106 Investment Fund Continuous Disclosure, ss. 14.2(3)(b), 17.1.

November 14, 2005

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

AND

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

AND

IN THE MATTER OF
CANADIAN FUNDAMENTAL 100 INCOME FUND
(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 (the "Legislation") of the Jurisdictions for relief from Section 14.2(3)(b) of National Instrument 81-106 *Investment Fund Continuous Disclosure* ("NI 81-106"), which requires the net asset value of an investment fund that uses specified derivatives (as such term is defined in National Instrument 81-102 *Mutual Funds*) to be calculated at least once every business day (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 Filer:

1. The Filer is an investment trust to be established under the laws of the Province of Ontario pursuant to a trust agreement to be entered into between Claymore Investments, Inc. (the "Manager"), as manager of the Filer, and The Royal Trust Company, as trustee of the Filer. The principal office of the Filer and the Manager is located at 170 University Avenue, 9th Floor, Toronto, Ontario, M5H 3B3.

2. The investment objectives of the Filer are to provide holders of redeemable, transferable units (the "Units") of the Filer ("Unitholders") with: (i) a stable stream of monthly cash distributions of $0.05 per Unit ($0.60 per annum, representing a yield of 6.0% per annum on the issue price of $10.00 per Unit); and (ii) a total return that generally outperforms an investment in the S&P/TSX Composite Index.

3. The Filer will make an offering of Units in each of the provinces and territories of Canada and has filed a preliminary prospectus dated September 23, 2005 in each of the provinces and territories of Canada. The Filer does not intend to continuously offer Units once the Filer is out of primary distribution.

4. The Units are expected to be listed and posted for trading on the Toronto Stock Exchange (the "TSX"). Conditional approval has been granted to list the Units on the TSX.

5. The Manager, on behalf of the Filer, has retained Research Affiliates, LLC (the "Investment Advisor") to act as the investment advisor of the Filer.

6. To achieve its investment objectives, the net proceeds from the offering of Units will be invested in a diversified portfolio of 100 Canadian equity securities (the ''Portfolio''), selected and weighted on the basis of the Investment Advisor's fundamental index strategy.

7. Generally, the Portfolio will be rebalanced on a monthly basis by the Investment Advisor and least once per year.

8. In order to enhance the efficiency of the rebalancing process and to generate additional income for the Filer, the Investment Advisor may,

from time to time, write covered call options and cash-covered put options on securities in the Portfolio. The Filer intends to write options only in connection with the rebalancing of the Portfolio.

9. The Filer will calculate its net asset value per Unit ("NAV per Unit") on the following days: (i) each Thursday during the year (or, if a Thursday is not a business day, the next business day following such Thursday); (ii) the last business days of March, June, September and December; and (iii) the last business day of December of each year (the "Annual Redemption Date"). If the Filer elects to have a December 15 year-end for tax purposes as permitted by the *Income Tax Act* (Canada), the NAV per Unit will also be calculated on December 15.

10. Subject to the Filer's right to suspend redemptions, Units may be surrendered for redemption at the option of a Unitholder: (i) commencing in 2006, on an annual basis on the Annual Redemption Date at a redemption price per Unit equal to the NAV per Unit determined as of the Annual Redemption Date, less any costs and expenses incurred by the Filer in connection with funding the redemption; and (ii) on the last business day of a month at a redemption price per Unit computed by reference to the market price of the Units.

11. The prospectus of the Filer will disclose that the net asset value per Unit of the Filer will be made available by the Manager via a toll-free telephone number and on the Manager's website.

12. Because the Units will be listed for trading on the TSX, Unitholders will not have to rely solely on the redemption features of the Units in order to provide liquidity for their investment.

Decision

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

The decision of the Decision Makers is that the Requested Relief is granted, provided that the prospectus of the Filer discloses:

(a) that the net asset value is available to the public upon request; and

(b) a toll-free telephone number or website that the public can access for this purpose;

for so long as:

(c) the Units are listed on the TSX; and

(d) the Filer calculates its net asset value at least weekly.

"Leslie Byberg"
Manager, Investment Funds Branch
Ontario Securities Commission

2.1.10 Molson Coors Brewing Company and Molson Coors Capital Finance ULC - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Filer granted relief from requirements in NI 44-101 that Filer incorporate by reference continuous disclosure documents prepared in the forms required and the disclosure requirements set out in Items 13.1, 13.2 and 21.3 of Form 44-101F3 as they relate to certain subsidiary guarantors – short form prospectus qualifies distribution of Exchange Notes with an approved rating and guaranteed by Filer's ultimate parent and certain subsidiary guarantors – parent and indirect parent of the Filer granted relief from filing insider reports and insider profiles.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 121.

Applicable Rules

National Instrument 44-101 Short Form Prospectus Distributions, Form 44-101F3.

September 15, 2005

IN THE MATTER OF
THE SECURITIES LEGISLATION
OF BRITISH COLUMBIA, ALBERTA,
SASKATCHEWAN, MANITOBA, ONTARIO,
QUÉBEC, NEW BRUNSWICK, NOVA SCOTIA,
NEWFOUNDLAND AND LABRADOR, YUKON,
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
MOLSON COORS BREWING COMPANY
("Molson Coors")
AND
MOLSON COORS CAPITAL FINANCE ULC
(the "Issuer", together with Molson Coors, 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 Filer be exempt from the following requirements contained in the Legislation:

1. *NI 44-101 Relief: Prospectus Requirements*

The requirements in NI 44-101 (defined below) that the Issuer incorporate by reference into a short form prospectus continuous disclosure documents prepared in the forms required under the Legislation and the disclosure requirements set out in Items 13.1, 13.2 and 21.3 of Form 44-101F3 (defined below) as they relate to credit supporters which are Subsidiary Guarantors (defined below) (the "Prospectus Relief").

2. *Insider Reporting Relief: Insider Reporting and Insider Profile Requirements*

In British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Newfoundland and Labrador, Yukon and Nunavut, the requirement under the Legislation that Molson Coors and CBCII (defined below), as insiders of the Issuer, file insider reports and insider profiles (the "**Insider Reporting Relief**").

In addition, the Filer has requested a decision by the Decision Makers pursuant to the Legislation that the Materials (defined below) be kept confidential by the Decision Makers and not be disclosed to the public until the earlier of: (i) the date that the Issuer distributes an offering memorandum to prospective purchasers of the Privately Placed Notes (defined below) in connection with the Private Placement Offering (defined below), and (ii) October 31, 2005 (the "**Confidentiality Request**").

Under the Mutual Reliance Review System for Exemptive Relief applications:

(a) the Nova Scotia 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 otherwise defined in this decision.

"1934 Act" means the United States *Securities Exchange Act of 1934*, as amended.

"1940 Act" means the United States *Investment Company Act of 1940*, as amended.

"CBCII" means Coors Brewing Company International, Inc.

"Class A Shares" means shares of Class A common stock of Molson Coors.

"Class B Shares" means shares of Class B common stock of Molson Coors.

"Exchange Notes" means Notes which are distributed pursuant to the Exchange Offer.

"Exchange Offer" means an offer by the Issuer to holders of the Privately Placed Notes which will permit holders of the Privately Placed Notes to exchange such Privately Placed Notes for Exchange Notes, which Exchange Notes will be distributed by the Issuer pursuant to a Prospectus.

"Form 44-101F3" means Form 44-101F3 to NI 44-101.

"Future Offering" means any distribution by the Issuer of Notes pursuant to a Prospectus.

"Issuer" means Molson Coors Capital Finance ULC.

"Materials" means this MRRS decision document, the application filed in connection with this decision document and any supporting materials to the foregoing.

"Merger" means the combination of the businesses of Molson Inc. and Adolph Coors Company pursuant to a plan of arrangement under the *Canada Business Corporations Act* (the "**Merger**"), on February 9, 2005.

"Molson Coors" means Molson Coors Brewing Company.

"NI 44-101" means National Instrument 44-101 – *Short Form Prospectus Distributions*.

"NI 51-102" means National Instrument 51-102 – *Continuous Disclosure Obligations*.

"NI 71-101" means National Instrument 71-101 – *The Multijurisdictional Disclosure System*.

"NI 71-102" means National Instrument 71-102 – *Continuous Disclosure and other Exemptions Relating to Foreign Issuers*.

"Notes" means non-convertible, investment grade debt securities issued by the Issuer.

"Privately Placed Notes" means the Notes issued pursuant to the Private Placement Offering.

"Private Placement Offering" means the proposed distribution by the Issuer of the Privately Placed Notes on a private placement basis pursuant to an offering memorandum.

"Prospectus" means a short form prospectus of the Issuer prepared in reliance upon Section 2.5 of NI 44-101 in connection with the Exchange Offer or any Future Offering.

"SEC" means the United States Securities and Exchange Commission.

"SEDAR" means National Instrument 13-101 – *System for Electronic Document Analysis and Retrieval* (SEDAR).

"Subsidiary Guarantor" means a direct or indirect wholly-owned subsidiary of Molson Coors that has fully and unconditionally guaranteed the payment of the principal, interest and other amounts due under the Notes.

Representations

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

1. Molson Inc. and Adolph Coors Company completed the Merger on February 9, 2005 to form Molson Coors.

2. Molson Coors is a corporation incorporated under the laws of the State of Delaware.

3. Molson Coors maintains dual headquarters in the metropolitan areas of Denver, Colorado and Montréal, Québec.

4. Molson Coors is a global brewing company with significant operations in the United States, the United Kingdom and Canada.

5. As at June 26, 2005, Molson Coors' combined total assets were approximately US$11,894,748,000 and its total net income for the twelve month period ended December 26, 2004 was approximately US$196,736,000.

6. The authorized share capital of Molson Coors consists of 500,000,000 Class A Shares, 500,000,000 Class B Shares, 1 share of Class A special voting stock, 1 share of Class B special voting stock and 25,000,000 shares of preferred stock. As of the close of business on July 29, 2005, there were 1,284,203 Class A Shares, 60,986,000 Class B Shares, 1 share of Class A special voting stock, 1 share of Class B special voting stock and no shares of preferred stock outstanding.

7. Molson Coors is a reporting issuer or the equivalent thereof in British Columbia, Alberta, Manitoba, Saskatchewan, Ontario, Québec, New Brunswick, Nova Scotia and Newfoundland and Labrador.

8. Molson Coors is not in default under the Legislation or under the 1934 Act.

9. The Class A Shares and the Class B Shares are listed for trading on both the New York Stock Exchange and the Toronto Stock Exchange.

10. The Class B Shares are registered under Section 12(b) of the 1934 Act. Molson Coors is not currently registered nor is it required to be registered as an investment company under the 1940 Act, nor is it a commodity pool issuer.

11. Molson Coors is currently subject to the periodic reporting requirements of the 1934 Act and is required to make certain continuous disclosure filings with the SEC. Molson Coors has filed with the SEC all filings required under the 1934 Act

during the period of 12 calendar months prior to the date of this MRRS decision document.

12. Molson Coors qualifies as a "U.S. issuer" for the purposes of, and as defined in, NI 71-101 and as an "SEC foreign issuer" for the purposes of, and as defined in, NI 71-102. Molson Coors satisfies its continuous disclosure obligations under the Legislation by relying upon the exemptions provided in NI 71-101 and NI 71-102.

13. Molson Coors qualifies as an "SEC MJDS issuer" as defined in Section 13.4 of NI 51-102.

14. The Issuer was incorporated under the laws of the Province of Nova Scotia as an unlimited liability company on December 29, 2004.

15. The registered and head offices of the Issuer are in Nova Scotia.

16. As of the date of this MRRS decision document, the authorized capital of the Issuer consists of 2,000,000,000 common shares, of which 1,001 common shares are issued and outstanding.

17. CBCII, a wholly-owned subsidiary of Molson Coors, owns all of the issued and outstanding common shares of the Issuer. CBCII is a corporation incorporated under the laws of the State of Colorado.

18. The Issuer has not issued any securities other than (i) designated credit support securities, (ii) securities issued to Molson Coors or an affiliate of Molson Coors and/or (iii) debt securities issued to banks, loan corporations, trust corporations, treasury branches, credit unions, insurance companies or other financial institutions, all of the foregoing within the meaning of NI 51-102.

19. The Issuer is a single purpose entity with no revenues or cash flows other than those relating to the financing of Molson Coors' Canadian operations and has no independent operations. The Issuer's only operations relate to accessing bank financing and capital markets on behalf of Molson Coors and its Canadian subsidiaries. It is not contemplated that the Issuer will have any future operations that will be independent of the business and operations of Molson Coors.

20. Molson Coors and each Subsidiary Guarantor qualifies as a "credit supporter" under Section 1.1 of NI 44-101.

21. Molson Coors will qualify as a "credit supporter" for purposes of Section 2.5 of NI 44-101, and the Issuer will be qualified to rely on Section 2.5 of NI 44-101 in order to file the Prospectus.

22. The Issuer will qualify as a "credit support issuer" and Molson Coors will qualify as a "credit supporter" for the purposes of, and as defined in, NI 51-102.

23. Molson Coors' consolidated financial reporting includes the financial reports of the Issuer and the Issuer does not report separately.

24. Pursuant to Rule 12(h)-5 of the 1934 Act, the Issuer's continuous disclosure filings in the United States will be substantially satisfied by Molson Coors' filings with the SEC and the Issuer will not be required to file separate annual reports, quarterly reports, current reports or transition reports.

25. It is proposed that the Issuer will offer in Canada the Privately Placed Notes pursuant to the Private Placement Offering.

26. In connection with the Private Placement Offering, Molson Coors and the Issuer will enter into an exchange offer agreement with the initial purchasers of the Privately Placed Notes, pursuant to which Molson Coors and the Issuer will agree to use their reasonable best efforts to (i) qualify the distribution of the Exchange Notes by way of a Prospectus filed with the Canadian securities regulators with respect to the Exchange Notes, and (ii) effect the Exchange Offer permitting holders of Privately Placed Notes to exchange such Privately Placed Notes for Exchange Notes.

27. Upon obtaining a final receipt for the Prospectus, the Prospectus will permit holders of Privately Placed Notes to exchange such Privately Placed Notes for Exchange Notes, which will generally be freely tradeable. No proceeds will be raised in connection with the issuance of Exchange Notes pursuant to the Prospectus.

28. It is contemplated that the Issuer may issue additional Notes from time to time pursuant to one or more Future Offerings. The Privately Placed Notes, the Exchange Notes and all Notes issued by the Issuer pursuant to any Future Offering will have an approved rating (as such term is defined in NI 44-101).

29. In connection with the Exchange Offer and any Future Offering:

    (a) The Issuer will incorporate by reference into each Prospectus Molson Coors' current AIF as required by Item 12.1(1)1, with the disclosure required by:

        (i) Item 12.1 of Form 44-101F3 (other than Item 12.1(1)1) being addressed by incorporating by reference into the Prospectus:

A. the most recent annual report on Form 10-K of Molson Coors filed with the SEC and on SEDAR;

B. all quarterly reports on Form 10-Q of Molson Coors filed with the SEC and on SEDAR in respect of the financial year following the year that is the subject of Molson Coors' most recently filed annual report on Form 10-K;

C. all current reports on Form 8-K of Molson Coors filed with the SEC and on SEDAR in respect of the financial year following the year that is the subject of Molson Coors' most recently filed annual report on Form 10-K, other than information furnished to the SEC under Item 2.02 or 7.01 of Form 8-K;

D. Molson Coors' proxy statement on Form 14A, filed with the SEC and on SEDAR in respect of a meeting of the shareholders of Molson Coors in the financial year following the year that is the subject of Molson Coors' most recently filed annual report on Form 10-K; and

E. any material change reports of the Issuer filed with the Decision Makers in respect of the financial year following the year that is the subject of Molson Coors' most recently filed annual report on Form 10-K.

(ii) Item 12.2 of Form 44-101F3 being addressed by incorporating by reference into the Prospectus the following documents filed with the SEC and/or on SEDAR subsequent to the date of the Prospectus for so long as the Prospectus is in effect:

A. any annual reports on Form 10-K of Molson Coors filed with the SEC;

B. any quarterly reports on Form 10-Q of Molson Coors filed with the SEC;

C. any current reports on Form 8-K of Molson Coors filed with the SEC in respect of material changes of Molson Coors, other than information furnished to the SEC under Item 2.02 or 7.01 of Form 8-K; and

D. Molson Coors' proxy statements on Form 14A, filed with the SEC in respect of meetings of the shareholders of Molson Coors in the financial year following the year that is the subject of Molson Coors' most recently filed annual report on Form 10-K; and

E. any material change reports of the Issuer filed with the Decision Makers.

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 under the Legislation is that the Prospectus Relief is granted, provided that:

(a) the Issuer complies with all of the requirements and procedures set out in NI 44-101, except as varied in this decision or as permitted by NI 44-101;

(b) Molson Coors remains the direct or indirect beneficial owner of all of the voting securities of the Issuer;

(c) the guarantees or alternative credit supports provided by Molson Coors and any Subsidiary Guarantors are joint and several;

(d) Molson Coors has filed with the SEC all 1934 Act filings for a period of 12 calendar months immediately before the filing of the Prospectus;

(e) paragraphs 2, 20 and 14 above are true at the time the Prospectus is filed;

(f) the Issuer complies with paragraph 29 above;

(g) Molson Coors qualifies as either a “U.S. issuer” under NI 71-101 or as an “SEC issuer” under NI 71-102 and has satisfied its continuous disclosure obligations under the Legislation by relying on the exemptions provided in NI 71-101 and NI 71-102;

(h) Molson Coors and any Subsidiary Guarantors will each fully and unconditionally guarantee the payment of the principal, interest and other amounts due under the Notes; and

(i) the Issuer incorporates by reference into the Prospectus, for the periods covered by Molson Coors’ annual report filed on Form 10-K and Molson Coors’ quarterly report filed on From 10-Q incorporated by reference into the Prospectus, consolidating summary financial information for Molson Coors presented with a separate column for each of the following: (i) Molson Coors; (ii) the Issuer; (iii) each Subsidiary Guarantor on a combined basis; (iv) any other subsidiaries of Molson Coors on a combined basis; (v) consolidating adjustments; and (vi) the total consolidated amounts.

The further decision of the Decision Makers in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Newfoundland and Labrador, Yukon and Nunavut under the Legislation is that the Insider Reporting Relief is granted, provided that:

(a) the Issuer qualifies as a “credit support issuer” and Molson Coors qualifies as a “credit supporter” for the purposes of, and as defined in, NI 51-102;

(b) Molson Coors remains the direct or indirect beneficial owner of all of the voting securities of the Issuer;

(c) Molson Coors remains an “SEC MJDS issuer” as defined in Section 13.4 of NI 51-102;

(d) the Issuer does not issue any securities other than (i) designated credit support securities, (ii) securities issued to Molson Coors or an affiliate of Molson Coors or (iii) debt securities issued to banks, loan corporations, trust corporations, treasury branches, credit unions, insurance companies or other financial institutions, all of the foregoing within the meaning of NI 51-102;

(e) Molson Coors does not have direct or indirect beneficial ownership, control or direction over any securities of the Issuer other than the voting securities of the Issuer; and

(f) Each of the Issuer and Molson Coors, as applicable, complies with the conditions of paragraph 29 above.

The further decision of the Decision Makers under the Legislation is that the Confidentiality Request is granted until the earlier of: (i) the date that the Issuer distributes an offering memorandum to prospective purchasers of the Privately Placed Notes in connection with the Private Placement Offering, and (ii) October 31, 2005.

"J. William Slattery", C.A.
Deputy Director, Corporate Finance

2.1.11 PBB Global Logistics Income Fund and Livingston International Income Fund - MRRS Decision

Headnote

Mutual Reliance Review System – OSC Rule 61-501 – take-over bid and subsequent business combination – Rule 61-501 requires sending of information circular and holding of meeting in connection with second step business combination – target's declaration of trust provides that a resolution in writing executed by unitholders holding more than 662/3% of the outstanding units is valid and binding as if such voting rights had been exercised in favour of such resolution at a meeting of Unitholders -- second step business combination to be subject to minority approval, calculated in accordance with section 8.2 of Rule 61-501 – relief granted from requirement that information circular be sent and meeting be held

Applicable Ontario Rule

OSC Rule 61-501 Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions, ss. 4.2, 9.1.

October 14, 2005

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO AND QUEBEC

AND

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

AND

IN THE MATTER OF
THE POTENTIAL UNSOLICITED TAKE-OVER BID FOR
PBB GLOBAL LOGISTICS INCOME FUND
BY LIVINGSTON INTERNATIONAL INCOME FUND

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the **Decision Maker**) in each of Ontario and Quebec (the **Jurisdictions**) has received an application from Livingston International Income Fund (the **Applicant**), in connection with a potential unsolicited take-over bid (the **Bid**) for PBB Global Logistics Income Fund (**PBB**), for a decision pursuant to the securities legislation of the Jurisdictions (the **Legislation**) that:

1. the requirement of the Legislation that (a) the Subsequent Acquisition Transaction (as defined below) be approved at a meeting of the unitholders of PBB (**PBB Unitholders**), and (b) an information circular be sent to PBB Unitholders in connection with the Subsequent Acquisition Transaction, be waived; and

2. the application and this MRRS Decision Document granting waiver of such requirement be maintained confidential until the earlier of:

   (a) 90 days from the date of this Decision Document;

   (b) such time as the Bid is announced; and

   (c) one business day after notice to the Applicant and Stikeman Elliott LLP of the Autorité des marchés financiers du Québec or the Ontario Securities Commission's intention to remove confidentiality

(collectively, 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 representations by the Applicant:

1. The outstanding PBB Units are held by The Canadian Depository for Securities Limited in book-entry only form.

2. If the Applicant decides to proceed with the Bid, it is currently expected that:

   (a) the Bid would be for all of the outstanding PBB Units in consideration for a specified number of trust units of the Applicant (**Applicant Units**) to represent a premium to the market price of the PBB Units at a level to be determined;

   (b) a condition of the Bid, among other conditions, would be that there shall have been validly deposited under the Bid and not withdrawn that number of PBB Units which, together with any PBB Units held as of the expiry time of the Bid by or on behalf of the Applicant or its subsidiaries, represents at least 66 2/3% of the PBB

Units, on a fully-diluted basis, at the time PBB Units are taken up under the Bid;

(c) in the event that the Applicant takes up and pays for PBB Units pursuant to the Bid, the Applicant may proceed with a merger transaction which would involve (i) the transfer of all of the assets and liabilities of PBB to the Applicant in exchange for Applicant Units, and (ii) the distribution of such Applicant Units to the PBB Unitholders upon a redemption of their PBB Units on the same basis per PBB Unit as under the Bid, on a taxable basis (and the cancellation of any such Applicant Units received by the Applicant itself) (the **Subsequent Acquisition Transaction**), provided that if the Subsequent Acquisition Transaction is not pursued in such form, the Applicant reserves the right, subject to compliance with applicable securities laws, to acquire the assets of PBB or the balance of the PBB Units as soon as practicable by way of an arrangement, amalgamation, merger, reorganization, consolidation, recapitalization, redemption or other transaction involving the Applicant and/or an affiliate of the Applicant and/or its subsidiaries and PBB;

(d) in order to effect the Subsequent Acquisition Transaction, rather than seeking PBB Unitholder approval at a special meeting of the PBB Unitholders to be called for such purpose, the Applicant intends to rely on section 12.10 of the Declaration of Trust of PBB, as it may be amended from time to time (the **PBB DOT**), which specifies that a resolution in writing executed by PBB Unitholders holding more than 66 2/3% of the outstanding PBB Units at any time is for all purposes as valid and binding as if such voting rights had been exercised in favour of such resolution at a meeting of PBB Unitholders;

(e) notwithstanding section 12.10 of the PBB DOT, in certain circumstances the Legislation requires that the Subsequent Acquisition Transaction be approved at a meeting of PBB Unitholders called for that purpose; and

(f) to effect the Subsequent Acquisition Transaction, the Applicant will obtain minority approval, as that term is defined in the Legislation, calculated in accordance with the terms of section 8.2 of OSC Rule 61-501 and section 8.2 of AMF Policy Q-27 (the **Minority Approval**), albeit not at a meeting of PBB Unitholders, but by written resolution.

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 under the Legislation is that the Requested Relief is granted provided that Minority Approval shall have been obtained, albeit not at a meeting of PBB Unitholders, but by written resolution.

"Erez Blumberger"
Assistant Manager, Corporate Finance
Ontario Securities Commission

2.1.12 Barclays Global Investors Canada Limited and Barclays Canada Funds - MRRS Decision

Headnote

MRRS exemption granted from requirement contained in s. 15.13(1) of NI 81-102 to permit Barclays funds to refer to index participation units using Barclays trademark "iShares" – Barclays has been using term "iShares" to describe its index participation units worldwide since 1999 – exemption subject to certain conditions.

Rules Cited

National Instrument 81-102 - Mutual Funds, s. 15.13(1).

November 14, 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, NUNAVUT AND
THE NORTHWEST TERRITORIES
(the "Jurisdictions")**

AND

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

AND

**IN THE MATTER OF
BARCLAYS GLOBAL INVESTORS CANADA LIMITED
AND
THE BARCLAYS CANADA FUNDS**

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 Barclays Global Investors Canada Limited (the "**Applicant**" or the "**Manager**") as the manager of the exchange traded mutual funds (the "**Existing Funds**") listed on Schedule A and any additional exchange-traded funds (the "**Future Funds**") which the Manager may establish and which are operated on a similar basis to the Existing Funds, for a decision under the securities legislation (the "**Legislation**") of the Jurisdictions providing an exemption under section 19.1 of National Instrument 81-102 – *Mutual Funds* ("**NI 81-102**") from the requirements in section 15.13(1) of NI 81-102 (the "**Requested Relief**") such that securities issued by the Existing Funds and the Future Funds (collectively, the **"Barclays Canada Funds**") may be described using the term "iShares".

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

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

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

Interpretation

Terms defined in N1 81-102 have the same meaning in this decision as in NI 81-102, and defined terms contained in National Instrument 14-101 – *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

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

1. Each of the Barclays Canada Funds is, or will be, a mutual fund trust governed by the laws of Ontario.

2. Each of the Barclays Canada Funds is, or will be, organized as a trust because a trust is the most efficient vehicle under the *Income Tax Act* (Canada) to achieve a "flow through" to securityholders of income and capital gains earned by the vehicle.

3. Each of the Barclays Canada Funds is, or will be, a reporting issuer under the laws of Ontario and each of the other Jurisdictions.

4. Securities of each of the Barclays Canada Funds are, or will be, listed on the Toronto Stock Exchange or another stock exchange recognized under the Legislation.

5. The securities issued by the Barclays Canada Funds are, or will be, index participation units ("**IPUs**") within the meaning of NI 81-102 and the Barclays Canada Funds are, or will be, generally, described as exchange traded funds "("**ETFs**").

6. The Barclays Canada Funds are, or will be, subject to NI 81-102 and to National Instrument 81-106 – *Investment Fund Continuous Disclosure* ("**NI 81-106**") and are, or may be, subject to other rules applicable to mutual funds, including proposed National Instrument 81-107 – *Independent Review Committee for Investment Funds* ("**NI 81-107**").

7. The Manager or an affiliate of the Manager is, or will be, the manager of the Barclays Canada Funds.

8. Securities of the Barclays Canada Funds are, or will be, offered on a continuous basis in the

Jurisdictions pursuant to a prospectus filed in each of the Jurisdictions.

9. The securities issued by the Existing Funds are currently described as "iUnits" or "Units" and are also described by reference to their exchange symbol (e.g. "**XIUs**", "**XICs**").

10. The Manager, together with its affiliates, (collectively, "**Barclays Global Investors**") is the world's largest manager of ETFs as measured by assets under management. The assets under management in all ETFs, collectively, managed by Barclays Global Investors as at June 30, 2005 was $179.3 billion.

11. The assets under management in the Existing Funds, collectively, as at August 31, 2005 was $10.7 billion.

12. The securities of the ETFs managed by Barclays Global Investors are listed on various exchanges in 12 countries, including the United States, the United Kingdom, Italy, France, Switzerland, Germany, Japan, Singapore and Hong Kong. In some cases the ETFs are organized as trusts or other non-incorporated vehicles.

13. Except in Canada, the securities issued by ETFs managed by Barclays Global Investors are described as "iShares" regardless of the form of organization of the issuer.

14. "iShares" is a registered trademark of Barclays Global Investors, N.A. ("**BGINA**"), an affiliate of the Manager. The registered trademark provides BGINA with the exclusive right to use "iShares" to describe financial services in the nature of pooled investment funds. "iShares" has become recognized as the designation, except in Canada, of the securities issued by ETFs managed by Barclays Global Investors, as described below. Except in Canada, BGINA and Barclays Global Investors have been using the term "iShares" since approximately 1999.

15. The Manager intends to use the term "iShares" in connection with the Barclays Canada Funds and the securities issued by the Barclays Canada Funds as part of the global branding by Barclays Global Investors of similar funds and securities.

16. The securities issued by the Barclays Canada Funds have, or will have, similar characteristics to the "iShares". These characteristics include:

    (i) the securities are offered on a continuous basis, under a prospectus, to underwriters or designated brokers and must be acquired in a prescribed number or integral multiple of a prescribed number or in a minimum amount and paid for, generally, by delivery of securities with a value equal to the net asset value of the securities being purchased. In some circumstances, described in the prospectus, the securities are issued for a combination of securities and cash and, in the case of ETFs, the underlying portfolios of which are fixed income securities, securities and/or cash. The securities are issued directly to investors only on the re-investment of certain distributions to securityholders;

    (ii) the securities are purchased and sold by investors on an exchange in a manner similar to the securities of other issuers that are incorporated and listed on an exchange;

    (iii) the securities, in a prescribed number, may be exchanged at net asset value, generally, for proceeds that include one or more baskets of the portfolio securities held by the relevant Barclays Canada Fund and/or cash;

    (iv) the securities, in any number, may be redeemed at 95% of the closing price of the securities on the exchange on which they are listed for cash proceeds;

    (v) the securities carry the right to vote on certain material changes to a Barclays Canada Fund;

    (vi) the securities carry the right to receive distributions from the income and capital gains of a Barclays Canada Fund; and

    (vii) the securities carry the right to a *pro rata* distribution of the assets of a Barclays Canada Fund on the wind-up of a Barclays Canada Fund.

17. The Manager understands that investment advisers who are involved in advising clients as to their purchase and sale of "iUnits" are often familiar with "iShares". Using the term iShares in Canada will therefore be helpful in assisting investment advisers in understanding and explaining the securities issued by the Barclays Canada Funds.

18. The Manager will issue a press release on behalf of the Barclays Canada Funds regarding the use of the term "iShares" prior to the Barclays Canada Funds adopting the term "iShares".

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 under the Legislation is that the Requested Relief is granted so long as:

(i) the securities are IPUs;

(ii) the securities are described as “iShares”;

(iii) the securities are offered under a prospectus in which it is clearly disclosed, including on the cover page, that the Barclays Canada Funds are organized as trusts and that securityholders of the iShares are not shareholders of a corporation;

(iv) the financial statements are prepared on a basis in which it is clearly disclosed that the Barclays Canada Funds are organized as trusts and that securityholders of the iShares are not shareholders of a corporation; and

(v) the description of the securities issued by other ETFs (including those that are not corporations) managed by Barclays Global Investors continues to be “iShares”.

“Leslie Byberg”
Manager, Investment Funds Branch
Ontario Securities Commission

SCHEDULE A

EXISTING FUNDS

iUnits Canadian Equity Funds

iUnits S&P®/TSX® 60 Index Fund
iUnits S&P/TSX 60 Capped Index Fund
iUnits S&P/TSX MidCap Index Fund
iUnits S&P/TSX Capped Energy Index Fund
iUnits S&P/TSX Capped Financials Index Fund
iUnits S&P/TSX Capped Gold Index Fund
iUnits S&P/TSX Capped Information Technology Index Fund
iUnits S&P/TSX Capped REIT Index Fund

iUnits Fixed Income Funds

iUnits Government of Canada 5-Year Bond Fund
iUnits Canadian Bond Broad Market Index Fund

iUnits International Funds

iUnits S&P 500 Index RSP Fund
iUnits MSCI® International Equity Index RSP Fund

2.1.13 MedMira Inc. and Cornell Capital Partners, LP - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Application by a TSX-Venture-listed issuer and U.S. resident purchaser for exemptive relief in relation to a proposed distribution of securities by the issuer by way of an "equity line of credit" – an equity line of credit is an agreement with a public company under which a purchaser makes a commitment at signing to purchase a specified dollar amount of securities on terms that enable the company to determine the timing and dollar amount of securities the purchaser will receive – the company has the right, but not the obligation, to sell the securities which are the subject of the equity line to the purchaser, up to a specified maximum dollar amount, in a series of draw downs over a specified period of time – purchaser purchases at a predetermined percentage discount (the "discount to market") from the volume weighted average price of the company's securities over a period of trading days – as a result of the discount to market and the delayed nature of the purchase, the purchaser has strong economic incentive simultaneously to resell (or sell short, or otherwise hedge) the securities which are the subject of a draw down to convert the discount to cash and to reduce as much as possible investment risk – purchaser may be considered to be acting as an "underwriter" – a draw down under an equity line of credit may be considered to be an indirect distribution of securities by the company to purchasers in the secondary market through the equity line purchaser acting as underwriter – relief granted to the issuer and purchaser from certain registration and prospectus requirements, subject to terms and conditions, including a 10% restriction on the number of securities that may be distributed under an equity line in any 12-month period; a requirement that the prospectus include certain disclosure identifying the purchaser as an underwriter and describing the rights of purchasers who purchase from the equity line purchaser; a requirement that the issuer issue a press release at the time the agreement is entered into and at the time a draw down notice is issued; certain restrictions on the permitted activities of the purchaser; and certain notification and disclosure requirements.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 1(1) (definition of "distribution" and "underwriter"), 25(1)(a), 59(1), 71(1), 74(1), 147.

Applicable Ontario Rules

National Instrument 45-106 Prospectus and Registration Exemptions s. 1(1) "accredited investor".

November 18, 2005

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, BRITISH COLUMBIA,
NOVA SCOTIA AND ONTARIO
(THE JURISDICTIONS)**

AND

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

AND

**IN THE MATTER OF
MEDMIRA INC. (MEDMIRA) AND
CORNELL CAPITAL PARTNERS, LP
(CORNELL, AND COLLECTIVELY
WITH MEDMIRA, 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 in connection with the distribution of MedMira Shares (as hereinafter defined) by MedMira under the Prospectus (as hereinafter defined) through Cornell, as underwriter, pursuant to a proposed equity line arrangement between Cornell and MedMira (the Equity Line):

(a) the requirements of the Legislation requiring Cornell to be registered as a dealer and its officers, directors and certain of its employees to be registered as officers, directors or salespersons of a registered dealer in connection with acting as an underwriter on the Equity Line (the Registration Requirements) do not apply to Cornell and its officers, directors and employees; and

(b) the requirements of the Legislation, in particular:

(i) those requiring MedMira to include and Cornell to execute a certificate as part of the Prospectus do not apply to MedMira or Cornell, as the case may be;

(ii) those requiring Cornell to send or deliver to a First Purchaser (as hereinafter defined) the Prospectus, as amended, within two business days of a sale do not apply to Cornell;

(iii) those granting First Purchasers the statutory right to withdraw from a purchase of MedMira Shares resold by Cornell within two business days after

receipt by the First Purchaser of the Prospectus, as amended, do not apply;

(iv) those granting First Purchasers the statutory right to elect to rescind a purchase of MedMira Shares resold by Cornell if the Prospectus, as amended, contains a misrepresentation do not apply to Cornell; and

(v) those requiring that Cornell have statutory liability to First Purchasers do not apply, but MedMira will have statutory liability to First Purchasers of MedMira Shares from Cornell within 40 days from each Settlement Date (as hereinafter defined), on the modified basis as provided herein,

(such requirements, the Prospectus Requirements and the relief in paragraphs (a) and (b) above, the Requested Relief).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

(a) the Nova Scotia 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. Cornell is an exempted limited partnership and is resident in Delaware, United States. The head office of Cornell is located at 101 Hudson Street, Suite 3700, Jersey City, New Jersey USA 07302;

2. Cornell is not a reporting issuer (or its equivalent) under the securities legislation of any province or territory of Canada or in any other jurisdiction. Cornell is not registered under the securities legislation of any province or territory of Canada or in any other jurisdiction as a dealer, advisor or underwriter (or their equivalents) and is not a participating organization, approved participant or member, as the case may be, of any stock exchange, over-the-counter market or securities regulatory authority. None of Cornell or any of its affiliated entities (collectively, the Cornell Group) are registered under U.S. Securities and Exchange Rules;

3. Cornell is an accredited investor as defined in National Instrument 45-106;

4. MedMira is a corporation governed by the Business Corporations Act (Alberta) having its registered office in Calgary, Alberta and its head office in Halifax, Nova Scotia. MedMira is a reporting issuer not in default under the securities legislation of British Columbia, Alberta, Ontario and Nova Scotia. MedMira is not currently subject to the reporting requirements of the United States Securities Exchange Act of 1934, as amended. As at September 6, 2005, there were 43,376,886 common shares in the capital of MedMira (MedMira Shares) issued and outstanding. The outstanding MedMira Shares are listed and posted for trading on the TSX Venture Exchange (the TSX-V) under the symbol MIR;

5. Cornell and MedMira have entered into a subscription agreement (the Subscription Agreement) pursuant to the terms of which, subject to the Subscription Agreement becoming effective, MedMira has the right, from time to time, to require Cornell to purchase from treasury a certain number of MedMira Shares, the principal terms of which will be as follows:

   (a) the maximum number of MedMira Shares that may be issued pursuant to the Subscription Agreement will be that number equal to up to 10% of the issued and outstanding MedMira Shares, as at the last trading day of the preceding 12 month period, during each subsequent 12 month period of the subscription commitment; provided that no additional MedMira Shares may be issued during the Term (as hereinafter defined) if Cdn$10 million aggregate gross proceeds have been realized by MedMira in respect of prior issuances of MedMira Shares pursuant to Draw Downs (as hereinafter defined);

   (b) for a period of 60 months (the Term), MedMira will be entitled, in its sole discretion, to complete draw downs (each a Draw Down) by serving a draw down notice (a Draw Down Notice) on Cornell pursuant to which Cornell will be required to subscribe for and purchase (subject to a minimum and maximum and certain adjustments and conditions for the benefit of Cornell) that number of MedMira Shares as is equal to the dollar amount set forth in the Draw Down Notice (the Draw Down Amount);

   (c) the Draw Down Amount for a Draw Down will be allocated pro rata over a set number of consecutive trading days (the

Period) beginning on the date selected in the Draw Down Notice;

(d) the applicable purchase price (the Purchase Price) to be paid by Cornell is the higher of: (i) the volume weighted average price of MedMira Shares for each trading day during the Period, less a discount as agreed to by Cornell and MedMira (as adjusted pursuant to the terms of the Subscription Agreement); and (ii) the Minimum Price (as hereinafter defined). The number of MedMira Shares purchased by Cornell on each trading day during the Period will be equal to the pro rata Draw Down Amount allocated to such trading day divided by the Purchase Pric;

(e) the purchase and sale with respect to each Draw Down will be completed on a settlement date (each, a Settlement Date);

(f) MedMira will set a minimum price (the Minimum Price) with respect to each Draw Down as set out in the Subscription Agreement;

(g) immediately upon issuance of a Draw Down Notice, MedMira will forthwith issue a press release (i) disclosing that a Draw Down Notice has been delivered; (ii) stating that the Prospectus relating to the Draw Down has been or will be filed and is or will be available on SEDAR; and (iii) stating that the First Purchasers of MedMira Shares under the Prospectus prior to the expiration of the date that is 40 days from the respective Settlement Dates of Cornell's purchases of MedMira Shares pursuant to the applicable Draw Down have the statutory rights of rescission or damages described in the Prospectus;

(h) immediately following the closing of a Draw Down, MedMira will forthwith issue a press release (i) announcing the settlement of a Draw Down under the Subscription Agreement; (ii) stating that pursuant to a decision granted by the Decision Makers the Prospectus is not required to be delivered and confirming availability of the Prospectus on SEDAR; (iii) stating that the First Purchasers of MedMira Shares under the Prospectus have the statutory rights of rescission or damages described in the Prospectus; and (iv) stating that the distribution period ends no later than the date that is the 40th day after the settlement of the Draw Down disclosed in the Prospectus;

(i) a copy of the Draw Down Notice will be filed by MedMira with the Market Surveillance department of the TSX-V, and if requested to do so, with the Decision Makers, prior to or immediately upon delivery of each Draw Down Notice; and

(j) immediately upon the Subscription Agreement becoming effective, MedMira will pay to Cornell an expense reimbursement for legal, administrative and due diligence fees and expenses incurred by Cornell in connection with the Equity Line;

6. MedMira has issued a press release disclosing the terms of the Subscription Agreement and has filed the Subscription Agreement on SEDAR. The Subscription Agreement as filed includes the maximum value, the Purchase Price and the Minimum Price of the MedMira Shares that may be distributed under the Subscription Agreement;

7. the Subscription Agreement provides that MedMira will not issue or make subject to issuance any MedMira Shares issued or made issuable as a result of a Draw Down Notice having been delivered by it to Cornell, if as a result of such issuance or proposed issuance, the aggregate number of MedMira Shares issued or made issuable in accordance with all Draw Down Notices delivered in any 12 month period exceeds 10% of the MedMira Shares issued and outstanding at the beginning of any such 12 month period. The Subscription Agreement further provides that MedMira and Cornell will not amend the foregoing covenant without the prior written consent of the Decision Makers;

8. Cornell has covenanted in the Subscription Agreement that neither it nor any member of Cornell Group will, during the Term, hold a short position of MedMira Shares. For the purposes of determining the net position of MedMira Shares held by Cornell and its affiliates, on each trading day during a Period, the Subscription Agreement provides that Cornell will be deemed to own the MedMira Shares which Cornell is required to purchase for that day pursuant to the applicable Draw Down Notice, irrespective of whether Cornell has received delivery of such MedMira Shares;

9. Cornell will undertake to the TSX-V to provide the TSX-V with the details in respect of the trading and hedging activities of the Cornell Group relating to the MedMira Shares during the applicable Period, within 5 trading days following the end of each Period, including, for each trading day in the Period, the number of securities purchased or sold and the purchase or sale price therefor on such day. Cornell will also undertake

to provide such information to the Decision Makers, upon the request of staff of any of the securities commissions in the Jurisdictions;

10. the MedMira Shares to be issued during the first 12 months pursuant to Draw Downs will be qualified by filing a (final) long-form prospectus (the First Prospectus) with the Decision Makers. Immediately following issuance of all receipts for the First Prospectus, the obligations of Cornell under the Subscription Agreement will become unconditional. After the end of the first 12 month period, and after the end of each succeeding 12 month period, if additional Draw Downs may be made pursuant to the Subscription Agreement, the MedMira Shares to be issued pursuant to such Draw Downs will be qualified by filing a further (final) long-form prospectus (each, a Subsequent Prospectus) with the Decision Makers (the First Prospectus and each Subsequent Prospectus are collectively referred to as the Prospectus);

11. on or prior to each Settlement Date, MedMira will, if required by the Legislation, file an amended and restated Prospectus such that the Prospectus is current at such date. Subsequent references to the Prospectus will include an amended and restated Prospectus;

12. if Cornell, within 40 days of a Settlement Date,

    (a) resells any of the MedMira Shares acquired by it pursuant to a Draw Down through the TSX-V or otherwise into the secondary market in Canada, or

    (b) directly or indirectly, hedges the investment risk associated with the acquisition of any of the MedMira Shares by means of short sales or similar strategies involving the sale of MedMira Shares (or securities convertible into, exchangeable for or economically equivalent to MedMira Shares) through the TSX-V or otherwise into the secondary market in Canada,

    MedMira will recognize such transactions as being in the course of or incidental to a distribution, will recognize the first purchasers thereof (the First Purchasers) as having purchased pursuant to such distribution and will provide each First Purchaser with constructive delivery of the Prospectus;

13. in the event there is a misrepresentation in the Prospectus, each First Purchaser will be entitled to the statutory rights of rescission or damages pursuant to the Legislation, which rights shall be described in the Prospectus;

14. MedMira will file the Prospectus and each amendment thereto if required under the Legislation in accordance with National Instrument 13-101 - System for Electronic Document Analysis and Retrieval (SEDAR), and, immediately after receiving all receipts therefor: (a) MedMira will issue a press release outlining the special arrangements regarding the rights of a First Purchaser as set forth above; (b) Cornell will send a letter to each First Purchaser or its broker (for and on behalf of the First Purchaser) advising it that it is in fact a First Purchaser or is acting on behalf of a First Purchaser and as such has certain rights as set forth above and directing the First Purchaser to the SEDAR website at www.sedar.com where it may obtain a copy of the Prospectus;

15. Cornell may be considered to be acting as an “underwriter” as defined in the Legislation, and a Draw Down under the Equity Line may be considered to be an indirect distribution of securities by MedMira to First Purchasers of the securities directly from Cornell through the TSX-V with Cornell acting as the underwriter of the distribution.

16. Cornell would therefore be subject to the Registration Requirements and is seeking an exemption from those requirements.

17. Cornell is also seeking an exemption from the Prospectus Requirements on behalf of itself and dealers through whom it sells the MedMira Shares because the First Purchasers of the MedMira Shares from Cornell through the TSX-V will not be readily identifiable.

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 under the Legislation is that the Requested Relief is granted provided that:

1. the number of MedMira Shares distributed by MedMira under one or more equity lines, including the Equity Line pursuant to the Subscription Agreement, in any 12 month period does not exceed 10% of the number of MedMira Shares issued and outstanding as at the start of such period;

2. MedMira provides a copy of each Draw Down Notice to the TSX-V, and, if requested to do so, the Decision Makers, prior to or immediately upon its issuance;

3. immediately upon issuance of a Draw Down Notice, MedMira forthwith issues a press release (i) disclosing that a Draw Down Notice has been delivered; (ii) stating that the Prospectus relating

to the Draw Down has been or will be filed and is or will be available on SEDAR; and (iii) stating that the First Purchasers of MedMira Shares under the Prospectus prior to the expiration of the date that is 40 days from the respective Settlement Dates of Cornell's purchases of MedMira Shares pursuant to the applicable Draw Down have the statutory rights of rescission or damages described in the Prospectus;

4. immediately following the closing of a Draw Down, MedMira forthwith issues a press release (i) announcing the settlement of a Draw Down under the Subscription Agreement; (ii) stating that pursuant to a decision granted by the Decision Makers the Prospectus is not required to be delivered and confirming availability of the Prospectus on SEDAR; (iii) stating that the First Purchasers of MedMira Shares under the Prospectus have the statutory rights of rescission or damages described in the Prospectus; and (iv) stating that the distribution period ends no later than the date that is the 40th day after the settlement of the Draw Down disclosed in the Prospectus;

5. Cornell does not solicit offers to purchase the MedMira Shares and effects all sales of MedMira Shares through the TSX-V using a dealer unaffiliated with Cornell and MedMira and registered under the applicable Legislation;

6. the commencement date of the Draw Down pricing period is no later than five trading days after the issuance of the Draw Down Notice;

7. Cornell agrees to make available to the Decision Makers, upon request, full particulars of its trading and hedging activities (and if relevant the trading and hedging activities of any other member of the Cornell Group) relating to securities of MedMira during the Term;

8. no extraordinary commission or consideration is paid by Cornell to a person or company in respect of the distribution of the MedMira Shares; and

9. MedMira issues a press release immediately upon the adjustment, if any, of the Minimum Price, disclosing the revised Minimum Price.

”H. Leslie O’Brien”
Chairman
Nova Scotia Securities Commission

"R. Daren Baxter”
Vice-Chairman
Nova Scotia Securities Commission

2.1.14 Bank of Nova Scotia and Computershare Trust Company - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Issuer plan agent under a dividend reinvestment and share purchase plan exempted, subject to conditions, from the dealer registration requirement and the prospectus requirement for certain trades related to the acquisition of common shares of the issuer by participants in the plan – Exemptions relate to trades to plan participants, made by the issuer or by the plan agent, in connection with the purchase by the participant of common shares, using: (i) dividends or distributions (out of earnings, surplus, capital or other sources) payable in respect of preferred shares of the issuer or debentures of the issuer that are held under the plan by the participant; or (ii) an optional cash payment, where the participant holds preferred shares, but not common shares, under the plan – Exemptions were requested because section 2.2 of National Instrument 45-106 Prospectus and Registration Exemptions only refers to the purchase of securities that are of the same class or series as the securities to which the dividend or distribution is attributable – Plan agent is a trust company.

Plan agent also exempted, subject to conditions, from the dealer registration requirement for trades made by the agent with terminating participants, in connection with the termination of their participation in the plan, when the agent accepts a direction from the participant to sell common shares, that are held by the agent for the participant under the Plan, through an appropriately registered dealer.

Applicable Ontario Statutory Provisions

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

Multilateral Instruments Cited

National Instrument 45-106 Prospectus and Registration Exemptions, s. 2.2.

November 16, 2005

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

AND

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

AND

**IN THE MATTER OF
THE BANK OF NOVA SCOTIA (THE ISSUER)
THE DIVIDEND AND SHARE
PURCHASE PLAN OF THE ISSUER (THE PLAN),
AND COMPUTERSHARE TRUST
COMPANY (THE PLAN AGENT)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the **Decision Makers**) in each of the Jurisdictions has received an application from the Issuer, under the securities legislation of the Jurisdictions (the **Legislation**), for the following decisions in respect of certain trades that may be made by the Issuer or the Plan Agent, pursuant to the Plan, that are related to the acquisition or sale of common shares including fractions (**Common Shares**) of the Issuer by persons or companies (**Plan Participants**) that participate in the Plan:

Acquisition of Common Shares by Plan Participants

A decision (the **Registration Acquisition Relief**) that the dealer registration requirement does not apply to:

(a) trades in Common Shares made by the Issuer, or by the Plan Agent, to a Plan Participant, in connection with the purchase of the Common Shares by the Plan Participant under the Plan, using dividends or distributions out of earning, surplus, capital or other sources, payable in respect of preferred shares (Preferred Shares) of the Issuer or debentures (Debentures) of the Issuer that are held by the Plan Participant under the Plan, to purchase the Common Shares; or

(b) trades in Common Shares made by the Issuer or Plan Agent to a Plan Participant, in connection with the purchase of the Common Shares by the Plan Participant under the Plan, using an optional cash payment under the Plan, to purchase the Common Shares, where the Plan Participant holds Preferred Shares, but not Common Shares, under the Plan.

A decision (the **Prospectus Acquisition Relief**) that the prospectus requirement does not apply to a distribution of Common Shares in the circumstance referred to in paragraphs (a) or (b), above.

Disposition of Common Shares on Behalf of Plan Participants

(ii) A decision (the **Registration Disposition Relief**) that, where, in connection with the termination of a Plan Participant's participation in the Plan, the Plan Agent accepts a direction (a **Sale Order**) from the Plan Participant to sell Common Shares, that are held by the Plan Agent for the Plan Participant under the Plan, through an appropriately registered dealer, the dealer registration requirement shall not apply to the trade that is made by the Plan Agent with the Plan Participant when the Plan Agent accepts the Sale Order.

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 the decisions unless they are defined in this decision or the context otherwise requires.

Representations

These decisions are based on the following facts represented by the Issuer:

The Issuer

1. The Issuer is a bank named in Schedule 1 of the *Bank Act* (Canada). The Issuer is not an investment fund. The executive office of the Issuer is located in Ontario.

2. The authorized share capital of the Issuer consists of an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series.

3. The Common Shares are listed on the Toronto Stock Exchange (the "TSX") and the New York Stock Exchange.

4. The Issuer is a reporting issuer (or the equivalent) in each of the Jurisdictions and is not, to its knowledge, in default of any requirement under the Legislation of any Jurisdiction.

5. In addition to the Common Shares and Preferred Shares, the Issuer has outstanding certain Debentures.

The Plan Agent

6. The Plan Agent is a trust company organized under the laws of Canada and authorized to carry on business as a trust company in each Jurisdiction.

The Plan

7. The Plan includes the following features:

(i) holders of Common Shares (other than U.S. residents) may elect to have dividends paid thereon automatically reinvested in Common Shares;

(ii) holders of Preferred Shares (other than U.S. residents) may elect to have dividends paid thereon automatically reinvested in Common Shares;

(iii) holders (each, a Shareholder) of either Common Shares or Preferred Share who are also holders of subordinated debentures of the Issuer (“Debentures”) (other than U.S. residents) may elect to have interest on Debentures reinvested in Common Shares; and

(iv) Shareholders (other than U.S. residents) may make optional cash payments (**Optional Cash Payment**) of up to $20,000 per annum for the purchase of additional Common Shares of the Issuer under the Plan, without paying brokerage commissions or other expenses, subject to a minimum payment of $100.

8. The Plan Agent was appointed to act as the administrator for the Plan by the Issuer and, where the Plan Agent carries on trading activities in respect of the acquisition or disposition of securities for a Plan Participant under the Plan, the Plan Agent is stated in the Plan to be acting as agent for the Plan Participant. The Plan Agent does not provide investment advice to any Plan Participant concerning decisions by the Plan Participant to purchase, sell or hold securities under the Plan.

9. Under the Plan, the Issuer pays the Plan Agent all cash dividends and interest on the Common Shares, Preferred Shares or Debentures held by Plan Participants through the Plan which are to be reinvested, and the Plan Agent uses those funds, together with any Optional Cash Payments, to purchase additional Common Shares for the Plan Participants. At the election of the Issuer, the Common Shares are either purchased from the Issuer from treasury or purchased in the secondary market. All Common Shares acquired under the Plan are registered in the name of the Plan Agent or its nominee.

10. All registered Shareholders are eligible to participate in the Plan by signing and submitting an authorization form to the Plan Agent. Non-registered holders must arrange to have their Shares transferred into their name or into a specific segregated registered account in order to become Plan Participants. Once an authorization form has been lodged with the Plan Agent, participation in the Plan is automatic, until terminated.

11. The price at which the Plan Agent purchases treasury Common Shares under the Plan is based on the “Average Market Price”. The Average Market Price is the weighted average market price for all trades of Common Shares on the TSX based on the daily trading volume and prices published by the TSX for the five trading days on which at least a board lot of Common Shares was traded ending on the business day immediately preceding the Common Share dividend date (in the case of holders of Common Shares or Debentures) and the Preferred Share dividend date (in the case of holders of Preferred Shares). In cases where Common Shares are purchased under the Plan in the open market, the Average Market Price is the average price paid by the Plan Agent for all Common Shares purchased to satisfy dividend payments, interest payments, reinvestments or Optional Cash Payments under the Plan, as applicable.

12. The Plan Agent maintains an account for each Plan Participant. Statements of account are mailed to each Plan Participant as promptly as practicable after each Common Share dividend payment date. Common Shares issued or purchased under the Plan for each Plan Participant are credited in an account established for that Plan Participant and shown on that Plan Participant’s statement of account. On request, the Plan Agent will issue share certificates registered in a Plan Participant’s name for any number of whole Common Shares held for such Plan Participant’s account under the Plan. Common Shares held by the Plan Agent under the Plan may not be pledged, sold or otherwise disposed by a Plan Participant. Instead, a Plan Participant that wishes to do so, must request that certificates for such shares be issued to it. Certificates are not issued for fractional shares.

13. Participation in the Plan may be terminated at any time by the Plan Participant giving written notice to the Plan Agent. When participation is terminated, the terminating Plan Participant will receive a certificate for the number of whole Common Shares held for such Participant’s account and a cash payment will be made for any fraction of a Common Share credited to the account. The Plan provides that a terminating Plan Participant may direct the Plan Agent to sell all of the whole and fractional Common Shares credited to such Plan Participant’s account under the Plan. In such event, the Plan Agent will sell such Common Shares through a registered dealer designated by the Plan Agent, as soon as reasonably practicable following receipt by the Agent of notice of termination. The proceeds of sale, less any applicable commissions and taxes, will be paid to the terminating Plan Participant by the Plan Agent, together with a cash payment for any fractional Common Share. For the purpose of providing cash payments in respect of fractional Common

Shares, the Plan Agent will purchase from the Plan Participant for cash any such fraction based on the last price paid by the Plan Agent for new Common Shares purchased out of Optional Cash Payments.

14. There are currently no exemptions from the dealer registration requirement for the trades in respect of which the Issuer has requested the Registration Acquisition Relief or the Registration Disposition Relief contained in section 2.2 of National Instrument 45-106 *Prospectus and Registration Exemption*s (**NI 45-106**) because section 2.2 currently only contemplates the purchase of a security that is of the same class or series as the securities to which the dividends or distributions is attributable.

15. There are currently no exemptions from the prospectus requirement for the trades in respect of which the Issuer has requested the Prospectus Acquisition Relief or the Registration Acquisition Relief contained in section 2.2 of National Instrument 45-106 *Prospectus and Registration Exemption*s (NI 45-106).

16. There is currently no registration exemption that is available to the Plan Agent for trades made by the Plan Agent with a terminating Plan Participant when the Plan Agent accepts a Sale Order from the Plan Participant.

Decisions

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

The decision of the Decision Makers under the Legislation is that the Registration Acquisition Relief and Prospectus Acquisition Relief are granted, provided that:

(A) in the case of the Registration Acquisition Relief,

(a) at the time of the trade, the Plan is made available to every security holder in Canada to which the corresponding dividend or distribution is available;

(b) at the time of the trade, the Issuer is not an investment fund; and

(c) for each Jurisdiction, this decision shall terminate on the earlier of:

(i) 90 days after the coming into force of any rule, other regulation or blanket order or ruling under the Legislation of the Jurisdiction that amends section 2.2 of NI 45-106 or provides an alternative exemption;

(ii) December 31, 2008; and

(d) for any trade that relates to the purchase of Common Shares pursuant to an optional cash payment,

(i) at the time of the trade, the Common Shares trade on a marketplace; and

(ii) the aggregate number of securities issued under any Optional Cash Payment under the Plan (whether or not under these Decisions) must not exceed, in any financial year of the Issuer during which the trade takes place, 2% of the issued and outstanding securities of the class to which the Plan relates as at the beginning of the financial year; and

(B) in the case of the Prospectus Acquisition Relief,

(a) at the time of the trade, the Plan is made available to every security holder in Canada to which the corresponding dividend or distribution is available;

(b) at the time of the trade, the Issuer is not an investment fund;

(c) the first trade in any Common Shares issued by the Issuer under the Plan to holders of Preferred Shares or Debentures pursuant to this decision will be a distribution or primary distribution to the public unless the conditions set out in subsection 2.6(3) of National Instrument 45-102 *Resale of Securities* are satisfied;

(d) for any trade that relates to the purchase of Common Shares pursuant to an optional cash payment,

(i) at the time of the trade, the Common Shares trade on a marketplace; and

(ii) the aggregate number of securities issued under any Optional Cash Payment under the Plan (whether or not under these Decisions) must not exceed, in any financial year of the Issuer during which the trade takes place, 2% of the issued and outstanding

securities of the class to which the Plan relates as at the beginning of the financial year; and

(e) for each Jurisdiction, this decision shall terminate on the earlier of:

(i) 90 days after the coming into force of any rule, other regulation or blanket order or ruling under the Legislation of the Jurisdiction that amends section 2.2 of NI 45-106 or provides an alternate exemption; and

(ii) December 31, 2008.

The decision of the Decision Makers under the Legislation for each Jurisdiction is that the Registration Disposition Relief is granted, provided that:

(A) The Plan Agent is, at the relevant time, appropriately licensed or otherwise permitted to carry on the business of a trust company in the Jurisdiction;

(B) the Sale Order is not solicited, but for this purpose a Sale Order shall not be considered "solicited" by reason of the Issuer, or the Plan Agent on behalf of the Issuer, distributing from time to time to Plan Participants disclosure documents, notices, brochures, statements of account, or similar documents advising of the ability under the Plan of the Plan Agent to facilitate sales of Common Shares or by reason of the Issuer and/or the Plan Agent advising Plan Participants of that ability, and informing Plan Participants of the details of the operation of the Plan in response to enquiries from time to time from Plan Participants by telephone or otherwise; and

(C) for each Jurisdiction, this decision shall terminate on the earlier of:

(a) 90 days after the coming into force of:

(i) any rule or other regulation under the Legislation of the Jurisdiction that amends NI 45-106 and relates to the sale of securities by an administrator on behalf of participants in a dividend reinvestment plan, or

(ii) a blanket order or ruling under the Legislation of the Jurisdiction that provides an alternative exemption; and

(b) December 31, 2008.

"Paul M. Moore"
Commissioner
Ontario Securities Commission

"Carol S. Perry"
Commissioner
Ontario Securities Commission

2.1.15 Terasen Pipelines - 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.

November 22, 2005

Farris, Vaughan, Wills & Murphy LLP
25th Floor
700 W. Georgia Street
Vancouver, BC V7Y 1B3

Attention: David J. Selley

Dear Sir:

Re: Terasen Pipelines (Trans Mountain) Inc. (the "Applicant") - Application to Cease to be a Reporting Issuer under the securities legislation of Alberta, 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 22nd day of November, 2005.

"Blaine Young"
Associate Director, Corporate Finance
Alberta Securities Commission

2.1.16 Value Partners Investments Inc. - MRRS Decision

Headnote

Exemption granted to a manager, on its own behalf, from the prospectus disclosure requirements of National Instrument 81-105 – Mutual Fund Sales Practices ("NI 81-105"), on condition that alternate disclosure is provided on the manager website. Exemption also granted from the "equity interest" disclosure and consent provisions of NI 81-105 on behalf of investment dealers which, from time to time, have sales representatives that own securities issued by the manager, on the condition of express written consent from the dealer, the applicable equity representatives comply with the disclosure and consent provisions, and, in certain circumstances, other representatives also comply.

Rule Cited

National Instrument 81-105 - Mutual Fund Sales Practices, ss. 8.2(1), 8.2(2), 8.2(3), 8.2(4).

November 1, 2005

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

AND

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

AND

**IN THE MATTER OF
VALUE PARTNERS INVESTMENTS 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 from the Filer for a decision under the securities legislation of the Jurisdictions (the "Legislation") for:

(i) an exemption from the prospectus disclosure requirements pursuant to subsections 8.2(1) and (2) of National Instrument 81-105 – *Mutual Fund Sales Practices* ("NI 81-105") on its own behalf, as manager of certain mutual funds known as the Value Partners Pools (the "Prospectus Disclosure Relief"); and

(ii) an exemption from the point of sale disclosure and the consent requirements pursuant to subsections 8.2(3) and (4) of NI 81-105 on behalf of entities that are registered as mutual fund dealers or investment dealers (or the equivalent) in any of the Jurisdictions (the "Dealers") which, from time to time, have sales representatives that own securities issued by the Filer ("Equity Representatives") (the "Dealer Relief").

Under the System:

(a) the Manitoba 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 document unless they are defined in this decision.

Representations

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

1. The Filer is the manager of three mutual funds, known as the Value Partners Pools and may from time to time establish additional mutual funds (the existing Pools and any future Pools are referred to collectively herein as the "Pools"). The head office of the Filer is in Winnipeg, Manitoba.

2. The Royal Trust Company acts as trustee, custodian and recordkeeper for the Pools. Cardinal Capital Management, Inc, a registered adviser, acts as the Portfolio Manager for the Pools. A preliminary simplified prospectus and preliminary annual information form (collectively, the "Preliminary Prospectus") for the Pools was filed on July 25, 2005 with each of the Decision Makers. The Filer filed a (final) simplified prospectus and annual information form (the "Final Prospectus") for the existing Pools on October 18, 2005. The Final Prospectus discloses that as of September 30, 2005, the Filer is 100 percent beneficially owned by The Longton Trust, a discretionary family trust established for the benefit of specified members and friends of the Lawton family.

3. Messrs James and Sean Lawton and their associates are included as specified beneficiaries of The Longton Trust. James Lawton is a director and Sean Lawton is an officer of the Filer. In addition, Messrs James and Sean Lawton are also sales representatives and Mr. James Lawton is the President of Lawton Partners Financial Planning Services Ltd. (the "Lawton Dealer"). The Lawton Dealer is a registered mutual fund dealer

in the provinces of Manitoba, Ontario, British Columbia and Saskatchewan and is a member of the Mutual Fund Dealers Association of Canada. Nine sales representatives of the Lawton Dealer are equal beneficial shareholders in the Lawton Dealer (the "Lawton Partners"). Messrs James and Sean Lawton together hold one of the nine equal beneficial shareholdings in the Lawton Dealer. The Lawton Dealer currently has fourteen sales representatives located in the applicable provinces.

4. The beneficial owners of the Filer intend that up to 40 percent of the common equity of the Filer will be issued to sales representatives of registered mutual fund dealers and of registered investment dealers, who may be located in any province of Canada, except Quebec. The Filer is preparing an offering memorandum, which will describe its business and provide information about its business to prospective investors. The Filer expects to solicit up to 350 sales representatives, including the Lawton Partners, who may be associated with up to 30 different dealers, including the Lawton Dealer, and give each sales representative the opportunity to acquire the Filer's common equity. The Filer will issue securities to an Equity Representative who wishes to invest pursuant to exemptions provided for in securities regulation in the applicable provinces. The Filer will not issue any shares in the Filer to any Dealer.

5. Each of the Lawton Partners is expected to be an Equity Representative.

6. One of the Filer's central business principles is that ownership by an Equity Representative of the Filer's securities will serve to align the interests of the Equity Representative with the interests of his or her client, being the investor in the Pools. For this reason, the Filer and its shareholders have a goal to allow up to 40 percent of the Filer's common equity to be held by sales representatives of dealers. The Filer does not expect any Equity Representative, including the Lawton Partners (other than Messrs James and Sean Lawton, who are beneficial owners of the Filer as described in paragraph 3 hereof), to hold more than five percent of the outstanding common equity of the Filer.

7. Without the exemption reflected in this decision document, the Legislation requires:

   (a) The simplified prospectus of the Pools to disclose:

      (i) the aggregate amount of securities of the Filer held by a Dealer and associates of the Dealer (the Filer does not expect any Dealer to acquire its securities)

      (ii) the aggregate amount of securities of the Filer held by all Equity Representatives of a Dealer and associates of those Equity Representatives of the Dealer and

      (iii) the aggregate amount held by any Equity Representative and his or her associates, where such Equity Representative and his or associates hold more than five percent of the common equity of the Filer.

   (b) If a security of a Pool is traded, the Dealer to deliver to the purchaser of that security, a document that discloses the amount of securities of the Filer owned by:

      (iv) the Dealer and its associates, in aggregate (the Filer does not expect any Dealer to acquire its securities);

      (v) the Equity Representatives of that Dealer and their associates, in aggregate and

      (vi) the Equity Representative of that Dealer and his or her associates, in aggregate, who is acting on the trade.

   (c) If a Dealer is required to give the disclosure document described above to a purchaser of securities of a Pool, then the purchaser must consent to the trade after he or she receives the disclosure document before the trade can be completed.

   (d) A Dealer is not required to deliver the disclosure document or obtain the consent of a purchaser of securities of a Pool if that purchaser has previously acquired such securities and received a disclosure document, if the information contained in that disclosure document has not changed.

8. Given the expected number of securities of the Filer that will be held by any one Equity Representative, together with the expected number of Equity Representatives who will hold securities of the Filer, the requirements of the Legislation will lead to an undue regulatory burden both on the Pools and on the Dealers and sales

representatives of the Dealers (not all of whom will be Equity Representatives).

9. The Legislation may require the Filer to amend the simplified prospectus to disclose the name of a Dealer and the aggregate amounts held by Equity Representatives of that Dealer each time that the Filer issues securities to an Equity Representative. This requirement would cause the Filer and the Pools to bear a disproportionate regulatory burden.

10. From the perspective of a Dealer, so long as one Equity Representative of that Dealer holds securities of the Filer, pursuant to the Legislation, the Dealer must ensure that all of its sales representatives give the required disclosure statement and obtain the required consent of purchasers, when those purchasers are acquiring securities of the Pools. This will be unduly onerous considering that the Filer expects that many Dealers will have sales representatives located in more than one province and may have many sales representatives who are not Equity Representatives. The more significant and relevant information for an investor in the Pools is the equity interest held by the sales representative acting on the trade, or held by the supervisor of the sales representative that is acting on the trade.

11. The Lawton Dealer and the sales representatives of the Lawton Dealer will comply with the requirements applicable to dealers set out in the Legislation. The Dealer Relief will not apply to the Lawton Dealer and its sales representatives.

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 under the Legislation is that the Prospectus Disclosure Relief is granted provided that:

(a) The simplified prospectus of the Pools contains disclosure that describes, as of a date that is within 30 days of the date of the simplified prospectus:

(i) The aggregate percentage ownership of the Filer held by its controlling beneficial shareholders and the potential that up to a maximum of 40 percent of the common equity of the Filer may be held by Equity

(ii) The names of any Dealer who has Equity Representatives and the aggregate amount held by those Equity Representatives and the fact that more up-to-date information can be obtained from the Web site of the Filer, which will be updated on a weekly basis.

(iii) That the Lawton Partners are or will be Equity Representatives and if they are Equity Representatives, the aggregate amount held by the Lawton Partners.

(iv) The relationships of Messrs. James and Sean Lawton with the Filer, as beneficial shareholders and officers and directors, and as sales representatives, shareholders and officers of the Lawton Dealer.

(v) That no Equity Representative is expected to hold more than five percent of the securities of the Filer, unless this statement is no longer accurate, in which case the name of the Equity Representative holding more than five percent of the securities of the Filer will be identified in the simplified prospectus and on the Web site of the Filer, which will be updated weekly

(vi) That as a shareholder of the Filer, an Equity Representative will stand to benefit from the inflow of client money to the Pools.

(vii) That if an investor's sales representative holds an equity interest in the Filer, then that investor will receive a disclosure statement describing the equity interest held by that sales representative before he or she invests in the Pools and that he or she must consent to the trade of units of the Pools.

(viii) That if the branch manager or other supervisor of the investor's sales representative holds an equity interest in the Filer, the investor will also receive a disclosure statement describing the equity interest that branch manager or supervisor holds

before he or she invests in the Pools and that he or she must consent to the trade of units of the Pools.

(b) The Filer updates its Web site with the information described in paragraphs (a) (i), (ii), (iii) and (v) on a weekly basis.

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

(a) Prior to a Dealer relying on this Decision, the Filer has provided a copy of this Decision to the Dealer together with a disclosure statement informing the Dealer of the ramifications of the Dealer Relief.

(b) The Filer has obtained express written consent from the Dealer that the Dealer will comply with all the conditions of this Decision as they apply to the Dealer and any sales representative of the Dealer who is a an Equity Representative.

(c) Prior to relying on this Decision, the Dealer has in place written policies and procedures to ensure that there is compliance with the conditions of this Decision.

(d) Before completing a trade in a security of a Pool acted on by any sales representative of the Dealer who is an Equity Representative, the Dealer and the Equity Representative

(i) Comply with the requirements of subsection 8.2(3) and subsection 8.2(4) of NI 81-105, unless subsection 8.2(5) of NI 81-105 applies in respect of that trade; and

(ii) In the event an Equity Representative assumes a position of authority or supervision over other sales representatives of the Dealer, before completing a trade in a security of a Pool that is acted on by one of those other sales representatives, the Dealer and the other sales representative comply with the requirements of subsection 8.2(3) and subsection 8.2(4) of NI 81-105, unless subsection 8.2(5) of NI 81-105 applies in respect of that trade.

6. The Dealer Relief does not apply to the Lawton Dealer or any of its sales representatives.

"R.B. Bouchard"
Director – Corporate Finance
The Manitoba Securities Commission

2.1.17 Griffiths McBurney L.P. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Issuer of exchangeable partnership units exempt, subject to certain conditions, from continuous disclosure requirements – Exchangeable partnership units issued in connection with arrangement are exchangeable for units of issuer's indirect parent – Conditions of relief intended to ensure that continuous disclosure of issuer's indirect parent will contain the information relevant to holders of exchangeable partnership units and will be accessible to such holders.

Applicable Instruments

National Instrument 51-102 Continuous Disclosure Obligations.
Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings.

November 22, 2005

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
ONTARIO, QUÉBEC, 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
GRIFFITHS MCBURNEY L.P. (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,

   (a) in the Jurisdictions, where applicable, the requirements contained in Parts 4, 5, 6, 7, 8 and 9 of National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102) (the Continuous Disclosure Requirements) will not apply to the Filer (the Continuous Disclosure Relief); and

   (b) the requirements in Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (MI 52-109) will not apply to the Filer (the MI 52-109 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

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:

   (a) GMP Capital Trust (the Fund) is an unincorporated, open-ended, limited purpose trust established under the laws of Ontario under a declaration of trust dated September 20, 2005;

   (b) the Fund's head office is in Toronto, Ontario;

   (c) the Fund is authorized to issue an unlimited number of fund units (Fund Units) and an unlimited number of special voting units (Special Voting Units);

   (d) as of November 11, 2005, there were twelve Fund Units outstanding and no Special Voting Units outstanding;

   (e) the Fund is not currently a reporting issuer in any of the Jurisdictions, but will become a reporting issuer in each of the Jurisdictions upon the closing of an arrangement involving the Fund, the Filer and GMP Capital Corp. (GMP), among others (the Arrangement);

   (f) the Fund has applied to the Toronto Stock Exchange (the TSX) for the listing on the TSX of the Fund Units to be issued in connection with the Arrangement subject to, among other things, completion of the Arrangement;

   (g) the Filer is a limited partnership established under the laws of Manitoba to directly or indirectly acquire the outstanding common shares of GMP (GMP Shares) under the Arrangement;

(h) the Filer's head office is in Toronto, Ontario;

(i) the Filer is authorized to issue an unlimited number of Class A limited partner units (Class A Limited Partner Units) and an unlimited number of Class B exchangeable partnership units (Exchangeable L.P. Units);

(j) as of November 11, 2005, ten Class A Limited Partner Units were outstanding, which is indirectly owned by the Fund, and no Exchangeable L.P. Units were outstanding;

(k) upon completion of the Arrangement, the Filer will become a reporting issuer in each of the Jurisdictions that the concept exists;

(l) under the Arrangement, holders of GMP Shares will exchange their GMP Shares for either Fund Units and cash consideration or a combination of Fund Units, Exchangeable L.P. Units and cash consideration;

(m) the Exchangeable L.P. Units provide a holder with a security having economic and voting rights that are, as nearly as practicable, equivalent to those of the Fund Units;

(n) in particular, each Exchangeable L.P. Unit will be:

(i) exchangeable at the option of the holder for a Fund Unit, subject to customary anti-dilution adjustments; and

(ii) issued together with a Special Voting Unit of the Fund entitling the holder to voting rights equivalent to the voting rights attached to the Fund Units;

(o) holders of Exchangeable L.P. Units will not have the right to exercise any votes in respect of any matters relating to the business, affairs, rights, privileges, entitlements or obligations of the Filer or any partner of the Filer, except as required by applicable law;

(p) the Fund will concurrently send to holders of Exchangeable L.P. Units all disclosure material it sends to holders of Fund Units; and

(q) following the Arrangement, the Fund will be the direct or indirect beneficial owner of all of the issued and outstanding voting securities of the Filer, other than the Exchangeable L.P. Units, the financial results of the Fund will wholly reflect the financial performance of the Filer and the Fund will comply with all the requirements of MI 52-109.

Decision

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

5. The decision of the Decision Makers is that the Continuous Disclosure Relief is granted, for so long as,

(a) the Fund is a reporting issuer in at least one of the jurisdictions listed in Appendix B of Multilateral Instrument 45-102 *Resale of Securities* and is an electronic filer under National Instrument 13-101 *System for Electronic Document Analysis and Retrieval* (SEDAR);

(b) the Fund concurrently sends to all holders of Exchangeable L.P. Units all disclosure material furnished to holders of Fund Units under NI 51-102;

(c) the Fund files with each Decision Maker copies of all documents required to be filed by it pursuant to NI 51-102;

(d) the Fund complies with the requirements of the Legislation and the TSX, or such market or exchange on which the Fund Units may be quoted or listed, in respect of making public disclosure of material information on a timely basis and immediately issues and files a news release that discloses any material change in its affairs;

(e) the Filer complies with the requirements of the Legislation in each of the Jurisdictions to issue a press release and file a report with the Jurisdictions upon the occurrence of a material change in respect of the affairs of the Filer that is not

also a material change in the affairs of the Fund;

(f) the Fund includes in all future mailings of proxy solicitation materials to holders of Exchangeable L.P. Units a clear and concise statement that

(i) explains the reason the mailed material relates solely to the Fund and not to the Filer,

(ii) indicates that the Exchangeable L.P. Units are the economic equivalent to the Fund Units, and

(iii) describes the voting rights associated with the Exchangeable L.P. Units;

(g) the Fund remains the direct or indirect beneficial owner of all of the issued and outstanding voting securities of the Filer, other than the Exchangeable L.P. Units;

(h) the Filer does not issue any securities other than Exchangeable L.P. Units or debt obligations issued to the Fund or its affiliates or to banks, loan corporations, trust corporations, treasury branches, credit unions, insurance companies or other financial institutions; and

(i) the Filer files a notice under its SEDAR profile stating that it is relying on the continuous disclosure documents filed by the Fund and referring to the Fund's SEDAR profile.

6. The decision of the Decision Makers is that the MI 52-109 Relief is granted for so long as,

(a) the Filer is not required to, and does not, file its own interim and annual filings (as those terms are defined under MI 52-109);

(b) the Fund files in electronic format under the SEDAR profile of the Filer the:

(i) interim filings,

(ii) annual filings,

(iii) interim certificates, and

(iv) annual certificates

of the Fund, at the same time as such documents are required to be filed under the Legislation by the Fund; and

(c) the Filer is exempt from or otherwise not subject to the Continuous Disclosure Requirements.

"Iva Vranic"
Manager, Corporate Finance
Ontario Securities Commission

2.2 Orders

2.2.1 Fulcrum Financial Group Inc. et al. - s. 127(1)

November 16, 2005

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

AND

**FULCRUM FINANCIAL GROUP INC.,
SECURED LIFE VENTURES INC.,
ZEPHYR ALTERNATIVE POWER INC.,
TROY VAN DYK and WILLIAM L. ROGERS**

**ORDER
(Section 127)**

WHEREAS on the 3rd day of November, 2005, the Ontario Securities Commission (the "Commission") ordered, pursuant to clause 2 of s.127(1) of the *Securities Act*, R.S.O. 1990, c.S.5, as amended (the "*Act*"), that all trading in securities by Secured Life Ventures Inc., Zephyr Alternative Power Inc. and Fulcrum Financial Group Inc. cease and, pursuant to clause 3 of s. 127(1) of the *Act*, that exemptions in Ontario securities law do not apply to Troy Van Dyk and William L. Rogers (the "Temporary Order");

AND WHEREAS the Commission further ordered, pursuant to clause 6 of s.127(1) of the *Act*, that the Temporary Order shall take effect immediately and shall expire on the fifteenth day after its making unless extended by the Commission;

AND WHEREAS on November 9, 2005, the Commission issued a Notice of Hearing against the Respondents, pursuant to s.127 and 127.1 of the *Act*, scheduled for a hearing before the Commission on November 18, 2005;

AND WHEREAS the Respondents were served with the Temporary Order on November 3, 2005 and with the Notice of Hearing and Statement of Allegations on November 9, 2005;

AND WHEREAS the Respondents have requested an adjournment of the hearing until November 30, 2005 at 10:00 a.m. and have consented to this Order extending the Temporary Order against the Respondents until this matter is returned before the Commission on November 30, 2005 (the "Consents");

AND WHEREAS Staff have consented to the adjournment until November 30, 2005 at 10:00 a.m. when this matter will be returned before the Commission;

AND WHEREAS the Consents have been filed in this proceeding;

AND WHEREAS the Commission considers it to be in the public interest to make this order;

IT IS HEREBY ORDERED pursuant to s.127(7) of the Act that the Temporary Order is extended against the Respondents until November 30, 2005 and that this matter be returned before the Commission on November 30, 2005 at 10:00 a.m. to consider the matters identified in the Notice of Hearing.

'Susan Wolburgh Jenah"

2.2.2 Frontier Pacific Mining Corporation - s. 83.1(1)

Headnote

Subsection 83.1(1) - issuer deemed to be a reporting issuer in Ontario - issuer already a reporting issuer in British Columbia and Alberta- issuer's securities listed for trading on the TSX Venture Exchange - continuous disclosure requirements in British Columbia and Alberta substantially the same as those in Ontario.

Statutes Cited

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

November 17, 2005

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

AND

**IN THE MATTER OF
FRONTIER PACIFIC MINING CORPORATION**

**ORDER
(Subsection 83.1(1))**

UPON the application of Frontier Pacific Mining Corporation (the **Applicant**) for an order, pursuant to subsection 83.1(1) of the Act, deeming the Applicant to be a reporting issuer for the purposes of Ontario securities law;

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

AND UPON the Applicant representing to the Commission as follows:

1. The Applicant is a corporation governed by the *Business Corporations Act* (British Columbia). The Applicant was originally incorporated under the name "Fargo Oil Corporation" pursuant to the *Company Act* (British Columbia) on January 27, 1981. On March 5, 1986, the Applicant changed its name to "Fargo Resources Limited". On September 13, 1991, the Applicant changed its name to "Lang Bay Resources Ltd." On November 6, 1995, the Applicant changed its name to "Hibright Minerals Inc." On October 25, 1996, the Applicant changed its name to "Frontier Pacific Mining Corporation".

2. The principal and head office of the Applicant is located at Suite 100, 3rd Floor; 853 Richards Street; Vancouver, British Columbia V6B 3B4.

3. The Applicant is a mineral exploration and development company.

4. The authorized capital of the Applicant consists of an unlimited number of common shares (the **Common Shares**), of which 105,092,370 Common Shares are currently issued and outstanding.

5. The Applicant has a significant connection to Ontario in that 91,122,019 Common Shares, or approximately 87% of the total issued Common Shares, are registered to residents of Ontario. This information is based upon (i) the registered list of the Applicant's stockholders provided by the Applicant's transfer agent as at October 17, 2005 and (ii) a geographic range report prepared by ADP Investor Communications as at October 26, 2005.

6. The Applicant has been a reporting issuer under the *Securities Act* (British Columbia) (the **BC Act**) and under the *Securities Act* (Alberta) (the **Alberta Act**) since October 31, 1985. The Applicant is not in default of any requirements of the BC Act or the Alberta Act, and the regulations thereunder. The Applicant is not on the lists of defaulting reporting issuers maintained pursuant to the BC Act and the Alberta Act.

7. The Applicant is not a reporting issuer in Ontario, and is not a reporting issuer, or equivalent, in any other jurisdiction, except British Columbia and Alberta.

8. The continuous disclosure requirements of the BC Act and the Alberta Act are substantially the same as the requirements under the Act.

9. The continuous disclosure materials filed by the Applicant under the BC Act and the Alberta Act since March 26, 1997 are available on the System for Electronic Document Analysis and Retrieval.

10. The Common Shares are listed on the TSX Venture Exchange (the **Exchange**) under the symbol "FRP".

11. The Applicant is not in default of any of the requirements of the Exchange.

12. The Applicant is not designated as a capital pool company by the Exchange.

13. The Applicant has not been subject to any penalties or sanctions imposed against the Applicant by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority, and has not entered into any settlement agreement with any Canadian securities regulatory authority.

14. Neither the Applicant, nor any of its officers, directors nor, to the knowledge of the Applicant and its officers and directors, any of its controlling shareholders, has: (i) been the subject of any

penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority, (ii) entered into a settlement agreement with a Canadian securities regulatory authority, or (iii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

15. Neither the Applicant, nor any of its officers, directors nor, to the knowledge of the Applicant and its officers and directors, any of its controlling shareholders, is or has been subject to: (i) any known ongoing or concluded investigations by (a) a Canadian securities regulatory authority, or (b) a court or regulatory body, other than a Canadian securities regulatory authority, that would be likely to be considered important to a reasonable investor making an investment decision; or (ii) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee, within the preceding ten (10) years.

16. None of the officers or directors of the Applicant nor, to the knowledge of the Applicant and its officers and directors, any of its controlling shareholders, is or has been at the time of such event an officer or director of any other issuer which is or has been subject to: (i) any cease trade or similar order, or order that denied access to any exemptions under Ontario securities law, for a period of more than thirty (30) consecutive days, within the preceding ten (10) years; or (ii) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee, within the preceding ten (10) years, except as follows:

(a) On March 13, 1997, Consolidated Silver Tusk Mines Ltd. (**Consolidated**) was suspended from trading on the Vancouver Stock Exchange (**VSE**) pending clarification of several issues, including issues pertaining to assay results from one of the company's mineral properties. On July 4, 1997, Consolidated was reinstated to trading following clarification of the issues to the VSE's satisfaction. During the period of this suspension, Robert Culbert, a current officer of the Applicant, was a director of Consolidated.

(b) On October 25, 2003, Archon Minerals Ltd. (**Archon**) was suspended from trading by a cease trade order against Archon issued by the Exchange for failing to file a comparative financial statement by May 31, 2003. On October 28, 2003, the British Columbia Securities Commission (**BCSC**) issued a cease trade order against Archon for the same reason. On January 30, 2004, the Executive Director of the BCSC ordered that the cease trade order be revoked to permit trading in the securities of Archon. During the period of the cease trade order, Stewart Blusson (**Blusson**), a current director of the Applicant, was an officer and director of Archon.

(c) On November 21, 2003, the Alberta Securities Commission (**ASC**) issued a cease trade order against Archon for failing to file annual audited financial statements for the year ended May 31, 2003, and the first quarter interim unaudited financial statements for the period ended August 31, 2003. On February 18, 2004, the Executive Director of the ASC ordered that the cease trade order be revoked to permit trading in the securities of Archon. During the period of the cease trade order, Blusson was an officer and director of Archon.

17. The Applicant will remit all participation fees due and payable by it pursuant to Ontario Securities Commission Rule 13-502 – *Fees* by no later than two (2) business days from the date hereof.

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

IT IS HEREBY ORDERED pursuant to subsection 83.1(1) of the Act that the Applicant be deemed to be a reporting issuer for purposes of Ontario securities law.

"Iva Vranic"
Manager, Corporate Finance

2.2.3 Mountain Inn at Ribbon Creek LImited Partnership et al. - s. 127

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

AND

THE MOUNTAIN INN AT RIBBON CREEK LIMITED PARTNERSHIP, THE LODGE AT KANANASKIS LIMITED PARTNERSHIP and JOHN PENNINGTON

**ORDER
(Section 127)**

WHEREAS on November 16, 2005, the Ontario Securities Commission issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act* (the "Act") in respect of the Mountain Inn at Ribbon Creek Limited Partnership ("Mountain") and the Lodge at Kananaskis Limited Partnership ("Kananaskis"), and John Pennington ("Pennington");

AND WHEREAS the Respondents entered into a Settlement Agreement with Staff of the Commission dated November 16, 2005 (the "Settlement Agreement") in which they agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, subject to the approval of the Commission;

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

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

IT IS HEREBY ORDERED THAT

(a) pursuant to s.127(1) of the Act, clause 4, Mountain and Kananaskis institute the changes to their plans and procedures relating to filing future annual and interim filings as described in Schedule "A" to this order;

(b) pursuant to s. 127(1) of the Act, clause 6, that Pennington, Mountain and Kananaskis be reprimanded; and

(c) pursuant to s.127(1) of the Act, clause 9, that Mountain and Kananaskis each pay an administrative penalty of $5,000.

IT IS FURTHER ORDERED pursuant s.3.4(2)(b) of the Act, that money received by the Commission pursuant to this Order is hereby allocated to or for the benefit of such third parties as may be determined by the Commission

DATED at Toronto this 18th day of November, 2005

"Paul M. Moore"

"Robert W. Davis"

"Paul K. Bates"

2.2.4 Andrew Currah et al. -s. 127

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

AND

**ANDREW CURRAH, COLIN HALANEN,
JOSEPH DAMM, NICHOLAS WEIR,
PENNY CURRAH AND WARREN HAWKINS**

ORDER

WHEREAS on July 23, 2004, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the *Securities Act* (the "Act") in respect of trading in the shares of Findore Minerals Inc.;

AND WHEREAS on October 20, 2005, Staff of the Commission filed an Amended Statement of Allegations;

AND WHEREAS Colin Halanen entered into a settlement agreement dated November 1, 2005 (the "Settlement Agreement") in relation to the matters set out in the Amended Statement of Allegations;

AND WHEREAS the Commission issued a Notice of Hearing dated November 1, 2005 setting out that it proposed to consider the Settlement Agreement;

AND WHEREAS Halanen has undertaken as part of the Settlement Agreement to complete the following workshops offered by the TSX within the next 12 months: Managing a Public Company, Venture Filing Fundamentals, Rules and Tools, and Investor Relations Fundamentals;

UPON reviewing the Settlement Agreement, the Notice of Hearing, the Amended Statement of Allegations, and upon considering submissions from Halanen and from Staff of the Commission;

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

IT IS HEREBY ORDERED, PURSUANT TO SECTIONS 127 AND 127.1 OF THE ACT, THAT:

1. The Settlement Agreement attached to this Order is approved;

2. Halanen shall cease trading in any securities for a period of 5 years, subject to the following exception:

   After 2 ½ years from the date of this Order, Halanen shall be permitted to trade: (i) bonds issued by governments; (ii) guaranteed investment certificates issued by banks; (iii) mutual funds; and (iv) stocks of companies listed on a recognized exchange provided the trades are all made through a registered broker, subject to the restrictions set out in paragraph 3 below;

3. Halanen shall not be permitted to trade any security, for a period of 5 years, in which he holds, or in which he would hold as a result of the contemplated transaction, directly or indirectly through another person or company or through any person or company acting on his behalf, more than one (1) percent of the outstanding securities of the class or series of class of that company's issued and outstanding securities;

4. Subject to paragraphs 2 and 3 above, Halanen shall not be entitled to rely on the exemptions contained in s. 35 of the *Securities Act* and OSC Rule 45-501 for a period of 5 years;

5. Halanen shall pay costs to the Commission of its investigation, pursuant to s. 127.1 of the Act, in the amount of $15,000; and

6. The restrictions set out in paragraph 2 above shall apply to restrict Halanen from trading in accounts held in his own name or the names of his immediate family members, accounts held in trust for his immediate family members and accounts held in the name of any company controlled by Halanen or a member of his immediate family.

Dated at Toronto, Ontario this 10th day of November, 2005

"Robert L. Shirriff"

"David L. Knight"

"Carol S. Perry"

2.2.5 Andrew Currah et al. - s. 127

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

AND

ANDREW CURRAH, COLIN HALANEN,
JOSEPH DAMM, NICHOLAS WEIR,
PENNY CURRAH AND WARREN HAWKINS

ORDER

WHEREAS on July 23, 2004, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the *Securities Act,* R.S.O. 1990, c. S. 5, (as amended) (the "Act") in relation to the matters set out in a Statement of Allegations dated July 23, 2004, as amended by an Amended Statement of Allegations dated October 20, 2005, in respect of trading in the shares of Findore Minerals Inc.;

AND WHEREAS on October 20, 2005, Staff of the Commission filed an Amended Statement of Allegations;

AND WHEREAS Andrew Currah ("Currah") entered into a settlement agreement dated October 28, 2005 (the "Settlement Agreement") in relation to the matters set out in the Amended Statement of Allegations;

AND WHEREAS the Commission issued a Notice of Hearing dated October 28, 2005 setting down the hearing to consider the Settlement Agreement;

AND WHEREAS the Commission held a hearing on October 31, 2005 to consider the Settlement Agreement;

AND WHEREAS the Commission has considered the Settlement Agreement, the Notice of Hearing, the Amended Statement of Allegations, and the submissions from Currah and from Staff of the Commission;

AND WHEREAS in the opinion of Commissioners Robert L. Shirriff and David L. Knight, it is in the public interest to make this Order;

AND WHEREAS Commissioner Carol S. Perry concurs with the opinion of the aforesaid Commissioners primarily on the grounds that it is in the public interest to dispose of this matter expeditiously to avoid the necessity of a lengthy and costly proceeding;

IT IS HEREBY ORDERED THAT

1. The Settlement Agreement attached to this Order is approved;

2. Currah shall cease trading in securities for a period of 10 years and the exemptions contained in s. 35 of the Act and OSC Rule 45-501 shall not apply to Currah, subject only to the exceptions noted in paragraph 3 below. For greater certainty, this Order pertains to all trading by Currah, whether directly or indirectly in any capacity whatsoever, or through nominee accounts;

3. Currah shall be permitted, after a period of 5 years from the date of this Order, to trade in securities through RRSP accounts held solely in his name if the securities are: (i) mutual fund units, guaranteed investment certificates or bonds; or (ii) securities in which Currah does not own directly or indirectly through another person or company or through any person or company acting on his behalf, more than one (1) percent of the outstanding securities of the class or series of the class in question;

4. Currah shall be permanently prohibited from acting as a director or officer of an issuer;

5. Currah shall pay to the Commission costs of its investigation in the amount of $1,000 immediately, plus costs in the amount $44,000 within 5 years after the date of this Order. In the event that Currah refuses or fails to make these cost payments within 5 years, the terms of paragraph 3 of this Order shall not come into force for (i) the 5 year period referred to in paragraph 3, plus (ii) an additional number of days equal to the number of days in which Currah remains in default in paying costs to the Commission. In the event that Currah refuses or fails to make the cost payments within 10 years, the terms of paragraph 2 of this Order shall be extended permanently.

Dated at Toronto, Ontario this 10th day of November, 2005

"Robert L. Shirriff"

"David L. Knight"

"Carol S. Perry"

2.2.6 Andrew Currah et al. - s. 127

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

AND

ANDREW CURRAH, COLIN HALANEN,
JOSEPH DAMM, NICHOLAS WEIR,
PENNY CURRAH AND WARREN HAWKINS

ORDER

WHEREAS on July 23, 2004, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to section 127 of the *Securities Act* (the “Act”) in respect of trading in the shares of Findore Minerals Inc.;

AND WHEREAS on October 20, 2005, Staff of the Commission filed an Amended Statement of Allegations;

AND WHEREAS Warren Hawkins (“Hawkins”) entered into a settlement agreement dated November 3, 2005 (the “Settlement Agreement”) in relation to the matters set out in the Amended Statement of Allegations;

AND WHEREAS the Commission issued a Notice of Hearing dated November 3, 2005 setting out that it proposed to consider the Settlement Agreement;

AND WHEREAS, in addition to the terms of the order below, Hawkins has undertaken to surrender his registration with the Commission by resigning and has further undertaken not to re-apply for registration of any kind under Ontario securities law, for a period of 5 years;

UPON reviewing the Settlement Agreement, the Notice of Hearing, the Statement of Allegations, and upon considering submissions from counsel for Hawkins and from Staff of the Commission;

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

IT IS HEREBY ORDERED THAT

1. The Settlement Agreement attached to this Order is approved;

2. If Hawkins fails to submit his resignation as a registrant within 1 business day of the Order approving this Settlement Agreement, his registration under Ontario securities law will be immediately terminated;

3. Hawkins shall be reprimanded.

Dated at Toronto, Ontario this 4th day of November, 2005

“Robert L. Shirriff”

“David L. Knight”

“Carol S. Perry”

2.2.7 Andrew Currah et al. - s. 127

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

AND

ANDREW CURRAH, COLIN HALANEN,
JOSEPH DAMM, NICHOLAS WEIR,
PENNY CURRAH AND WARREN HAWKINS

ORDER

WHEREAS on July 23, 2004, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the *Securities Act,* R.S.O. 1990, c. S. 5, (as amended) (the "Act") in relation to the matters set out in a Statement of Allegations dated July 23, 2004, as amended by an Amended Statement of Allegations dated October 20, 2005, in respect of trading in the shares of Findore Minerals Inc.;

AND WHEREAS Joseph Damm ("Damm") entered into a settlement agreement dated October 27, 2005 (the "Settlement Agreement") in relation to the matters set out in the Amended Statement of Allegations;

AND WHEREAS the Commission issued a Notice of Hearing dated October 28, 2005 setting down the hearing to consider the Settlement Agreement;

AND WHEREAS the Commission held a hearing on October 31, 2005 and November 3, 2005 to consider the Settlement Agreement;

AND WHEREAS at the hearing the Commission requested and received supplementary submissions from counsel for Damm and Staff of the Commission with respect to the specific circumstances of Damm's age, health and financial situation;

AND WHEREAS in addition to the terms of the order below, Damm has undertaken never to re-apply for registration or recognition of any kind under Ontario securities law;

AND WHEREAS the Commission has considered the Settlement Agreement, the Notice of Hearing, the Amended Statement of Allegations, and the submissions and supplementary submissions from counsel for Damm and from Staff of the Commission;

AND WHEREAS the Commission is of the opinion, having regard to the circumstances of Damm referred to in the supplementary submissions, that it is in the public interest to make this Order;

IT IS HEREBY ORDERED THAT

1. The Settlement Agreement attached to this Order is approved;

2. Damm's registration under Ontario securities law is hereby terminated;

3. Damm shall pay the sum of $15,000.00 towards the costs of Staff's investigation into the matters set out in the Statement of Allegations.

Dated at Toronto, Ontario this 10th day of November, 2005

"Robert L. Shirriff"

"David L. Knight"

"Carol S. Perry"

2.2.8 Quellos Fund Services, LLC - s. 218 of the Regulation

Headnote

Application to the Commission for an order, pursuant to section 218 of Regulation 1015 of the Securities Act (Ontario), that the requirement in section 213 of the Regulation, which provides that a registered dealer that is not an individual must be a company incorporated, or a person formed or created, under the laws of Canada or a province or territory of Canada, shall not apply to the Applicant in connection with its registration as a limited market dealer. The order sets out the terms and conditions applicable to a non-resident limited market dealer.

Applicable Statutes

Ontario Regulation 1015, R.R.O. 1990, ss. 213, 218.

November 22, 2005

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

AND

IN THE MATTER OF
R.R.O. 1990, REGULATION 1015,
AS AMENDED (the REGULATION)

AND

IN THE MATTER OF
QUELLOS FUND SERVICES, LLC

ORDER
(Section 218 of the Regulation)

UPON the application (the **Application**) of Quellos Fund Services, LLC (the **Applicant**) to the Ontario Securities Commission (the **Commission**) for an order, pursuant to section 218 of the Regulation, exempting the Applicant from the requirement in section 213 of the Regulation that the Applicant be incorporated, or otherwise formed or created, under the laws of Canada or a province or territory of Canada, in order for the Applicant to be registered under the Act as a dealer in the category of limited market dealer;

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

AND UPON the Applicant having represented to the Commission that:

1. The Applicant is a limited liability company formed under the laws of the State of Delaware in the United States. The head office of the Applicant and its primary operations are in Seattle, Washington.

2. The Applicant is registered in the U.S. as a broker-dealer with the Securities and Exchange Commission and is a member of the U.S. National Association of Securities Dealers.

3. The Applicant is not presently registered in any capacity under the Act. The Applicant has applied to the Commission for registration under the Act as a non-resident limited market dealer.

4. The Applicant provides private placement services for funds managed by one or more of its US registered investment adviser affiliates.

6. The Applicant intends to offer to accredited investors in Ontario privately placed securities pursuant to registration and prospectus exemptions contained in the Act and in National instrument 45-106 – *Prospectus and Registration Exemptions*.

7. Section 213 of the Regulation provides that a registered dealer that is not an individual must be a company incorporated, or a person formed or created, under the laws of Canada or a province or territory of Canada.

8. The Applicant is not resident in Canada and does not require a separate Canadian company in order to carry out its proposed limited market dealer activities in Ontario. It is more efficient and cost-effective to carry out those activities through the existing company.

9. Without the relief requested the Applicant would not meet the requirements of the Regulation for registration as a dealer in the category of limited market dealer as it is not a company incorporated, or a person formed or created, under the laws of Canada or a province or territory of Canada.

AND UPON being satisfied that to make this order would not be prejudicial to the public interest;

IT IS ORDERED THAT, pursuant to section 218 of the Regulation, and in connection with the registration of the Applicant as a dealer under the Act in the category of limited market dealer, section 213 of the Regulation shall not apply to the Applicant for a period of three years, provided that:

1. The Applicant appoints an agent for service of process in Ontario.

2. The Applicant shall provide to each client resident in Ontario a statement in writing disclosing the non-resident status of the Applicant, the Applicant's jurisdiction of residence, the name and address of the agent for service of process of the Applicant in Ontario, and the nature of risks to clients that legal rights may not be enforceable.

3. The Applicant will not change its agent for service of process in Ontario without giving the Ontario Securities Commission 30 days prior notice of such change by filing a new Submission to Jurisdiction and Appointment of Agent for Service of Process.

4. The Applicant and each of its registered directors or officers irrevocably and unconditionally submits to the non-exclusive jurisdiction of the judicial, quasi-judicial, and administrative tribunals of Ontario and any administrative proceedings in Ontario, in any proceedings arising out of or related to or concerning its registration under the Act or its activities in Ontario as a registrant.

5. The Applicant will not have custody of, or maintain customer accounts in relation to securities, funds, and other assets of clients resident in Ontario.

6. The Applicant will inform the Director immediately upon the Applicant becoming aware:

   (a) that it has ceased to be registered in the United States as a broker-dealer; or

   (b) of its registration in any other jurisdiction not being renewed or being suspended or revoked; or

   (c) that it is the subject of an investigation or disciplinary action by any financial services or securities regulatory authority or self-regulatory authority; or

   (d) that the registration of its salespersons, officers or directors who are registered in Ontario have not been renewed or have been suspended or revoked in any Canadian or foreign jurisdiction; or

   (e) that any of its salespersons, officers or directors who are registered in Ontario are the subject of an investigation or disciplinary action by any financial services or securities regulatory authority or self-regulatory authority in any Canadian or foreign jurisdiction.

7. The Applicant will pay the increased compliance and case assessment costs of the Commission due to the Applicant's location outside Ontario, including the cost of hiring a third party to perform a compliance review on behalf of the Commission.

8. The Applicant will make its books and records outside Ontario, including electronic records, readily accessible in Ontario, and will produce physical records for the Commission within a reasonable time if requested.

9. If the laws of the jurisdiction in which the Applicant's books and records are located prohibit production of the books and records in Ontario without the consent of the relevant client the Applicant shall, upon a request by the Commission:

   (a) so advise the Commission; and

   (b) use its best efforts to obtain the client's consent to the production of the books and records.

10. The Applicant will, upon the Commission's request, provide a representative to assist the Commission in compliance and enforcement matters.

11. The Applicant and each of its registered directors or officers will comply, at the Applicant's expense, with requests under the Commission's investigation powers and orders under the Act in relation to the Applicant's dealings with Ontario clients, including producing documents and witnesses in Ontario, submitting to audit or search and seizure process or consenting to an asset freeze, to the extent such powers would be enforceable against the Applicant if the Applicant were resident in Ontario.

12. If the laws of the Applicant's jurisdiction of residence that are otherwise applicable to the giving of evidence or production of documents prohibit the Applicant or the witnesses from giving the evidence without the consent or leave of the relevant client or any third party, including a court of competent jurisdiction, the Applicant shall:

   (a) so advise the Commission; and

   (b) use its best efforts to obtain the client's consent to the giving of the evidence.

13. The Applicant will maintain appropriate registration and regulatory organization membership, in the jurisdiction of its principal operations, and if required, in its jurisdiction of residence.

"Paul M. Moore"
Commissioner

"David L. Knight"
Commissioner

This page intentionally left blank

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 Mountain Inn at Ribbon Creek Limited Partnership et al.

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

AND

THE MOUNTAIN INN AT RIBBON CREEK LIMITED PARTNERSHIP,
THE LODGE AT KANANASKIS LIMITED PARTNERSHIP
and JOHN PENNINGTON

SETTLEMENT AGREEMENT

I. INTRODUCTION

1. By Notice of Hearing dated November 16, 2005, the Ontario Securities Commission (the "Commission") announced that it will hold a hearing on November 18, 2005 to consider whether, pursuant to section 127 of the *Securities Act* (the "Act"), it is in the public interest to make an order that:

   (a) pursuant to s.127(1), clause 4, the Mountain Inn at Ribbon Creek Limited Partnership ("Mountain") and the Lodge at Kananaskis Limited Partnership ("Kananaskis") institute changes to their existing plans and procedures so as to ensure filing on time of their future annual and interim filings;

   (b) pursuant to s. 127(1), clause 6, that John Pennington, Mountain and Kananaskis be reprimanded;

   (c) pursuant to s.127(1), clause 9, that Mountain and Kananaskis each pay an administrative penalty of $5,000; and

   (d) such other order as the Commission may deem appropriate.

II. JOINT SETTLEMENT RECOMMENDATION

2. Staff of the Commission (the "Staff") recommend settlement of the proceeding initiated in respect of John Pennington in accordance with the terms and conditions set out below. The Respondents consent to the making of an order against them in the form attached as Schedule "1" on the basis of the facts set out below.

III. STATEMENT OF FACTS

Acknowledgement

3. For the purposes of this Settlement Agreement, the Respondents agree with the facts set out in Part III.

Agreed Facts

A. The Respondents

4. Mountain and Kananaskis are each limited partnerships that became reporting issuers in Ontario in 1986. Under a joint operating agreement, Mountain and Kananaskis own and operate two hotel properties in Alberta. Their head office is located in Oakville, Ontario and each has a December 31st calendar year end. Neither is listed on a stock exchange or market.

5. John Pennington has been the CEO and CFO for Mountain and Kananaskis at all relevant times described below.

B. Annual and Interim Filings

6. National Instrument 51-102 ("NI 51-102") requires reporting issuers to make interim and annual filings. Mountain and Kananaskis must file audited annual financial statements ("AFS") within 120 days of their financial year end and must file interim financial statements ("IFS") within 60 days of the end of the interim period pursuant to s. 4.2(b)(i) and 4.4(b)(i) of NI 51-102, respectively. Pursuant to s. 5.1(2)(a) of NI 51-102, they must also file Management Discussion & Analysis ("MD&A") at the same time as AFS and IFS.

7. Prior to March 30, 2004, pursuant to Rule 52-501, Mountain and Kananaskis were required to file AFS within 140 days of their financial year end and to file IFS within 60 days of the end of the interim period.

8. Effective March 30, 2004, Multilateral Instrument 52-109 ("MI 52-109") requires the CEO and CFO of a reporting issuer to personally sign interim and annual certificates attesting to the completeness and accuracy of the interim and annual filings ("CEO/CFO Certificates"). Pursuant to s. 2.2 and 3.2 of MI 52-109, Mountain and Kananaskis must file CEO/CFO Certificates at the same time as their annual and interim filings.

C. Repeated Late Filing

9. From 2003 to 2005, despite requests by Staff, Mountain and Kananaskis have failed to file on time their AFS, IFS, the related MD&A and the CEO/CFO Certificates required to be signed by Pennington.

10. The interim and annual filings for fiscal 2003 to 2005 for Mountain and Kananaskis are detailed below:

2003

Date	Filing	Period Ending	Due Date	Date Filed	Late Period (Business Days)
First quarter	IFS	Mar 31/03	May 30/03	June 3/03	2 days
Second quarter	IFS	June 30/03	Aug 29/03	Aug 28/03	On time
Third quarter	IFS	Sept 30/03	Nov 29/03	Nov 28/03	On time
Fourth Quarter	AFS	Dec 31/03	May 19/04	June 10/04	15 days

2004

Date	Filing	Period Ending	Due Date	Date Filed	Late Period (Business Days)
First quarter	IFS	Mar 31/04	May 31/04	May 31/04	On time
	MD&A Certificates	Mar 31/04	May 31/04	July 14/04	31 days
Second quarter	IFS	June 30/04	Aug 30/04	Aug 31/04	1 day
	MD&A Certificates	June 30/04	Aug 30/04	May 17/05	203 days
Third quarter	IFS	Sept 30/04	Nov 29/04	Nov 30/04	1 day
	MD&A Certificates	Sept 30/04	Nov 29/04	Dec 9/04	8 days
Fourth quarter	AFS	Dec 31/04	May 2/05	May 13/05	9 days
	MD&A Certificates	Dec 31/04	May 2/05	May 17/05	11 days

2005

Date	Filing	Period Ending	Due Date	Date Filed	Late Period (Business Days)
First quarter	IFS	Mar 31/05	May 30/05	May 13/05	On time
	MD&A Certificates	Mar 31/05	May 30/05	June 7/05	6 days
Second quarter	IFS	June 30/05	Aug 29/05	Aug 16/05	On time
	MD&A Certificates	June 30/05	Aug 29/05	Aug 16/05	On time

In summary, over the past 18 months Mountain and Kananaskis have:

a) failed to make annual filings on time, resulting in the following cease-trade orders:

(i) from May 28, 2004 to June 11, 2004 for failing to file AFS on time for fiscal 2003.

(ii) from May 3, 2005 and May 17, 2005 for failing to file AFS on time for fiscal 2004, together with MD&A and CEO/CFO Certificates.

b) failed to make interim filings on time by:

(i) failing to file IFS on time for three of the past five filing deadlines. Filings were late from one business day to nine business days.

(ii) failing to file interim MD&A and interim CEO/CFO Certificates by Pennington on time for four of the past five filing deadlines. Filings were late from six business days to 203 business days.

D. Conduct Contrary to the Public Interest

11. Mountain and Kananaskis have breached their continuous disclosure obligations required by NI 51-102 and MI 52-109.

12. Pennington authorized, permitted or acquiesced in contraventions of NI 51-102 and MI 52-109 by Mountain and Kananaskis.

13. Each of the Respondents has breached Ontario securities law and engaged in conduct contrary to the public interest.

IV. TERMS OF SETTLEMENT

14. The Respondents agree to the following terms of settlement.

15. The Commission will make an order, under clause 4 of s. 127(1) of the *Act,* requiring the Corporate Respondents to implement the changes to their existing plans and procedures described in the attached Schedule "A" to ensure timely filing of their future annual and interim filings.

16. The Commission will make an order, under clause 6 of s. 127(1) of the *Act,* reprimanding Pennington, Mountain and Kananaskis.

17. The Commission will make an order, under clause 9 of section 127(1) of the *Act,* requiring Mountain and Kananaskis to each pay an administrative penalty of $5,000.

V. STAFF COMMITMENT

18. If this Settlement Agreement is approved by the Commission, Staff will not initiate any proceeding under Ontario securities law in respect of any conduct or alleged conduct of the Respondents in relation to the facts set out in Part III of this Settlement Agreement, subject to the provisions of paragraph 21 below.

VI. PROCEDURE FOR APPROVAL OF SETTLEMENT

19. Approval of this Settlement Agreement shall be sought at the public hearing of the Commission scheduled for Friday, November 18, 2005, or such other date as may be agreed to by Staff and the Respondents in accordance with the procedures described in this Settlement Agreement.

20. Staff and the Respondents agree that if this Settlement Agreement is approved by the Commission, it will constitute the entirety of the evidence to be submitted respecting the respondents in this matter, and the Respondents agree to waive their rights to a full hearing, judicial review or appeal of the matter under the *Act*.

21. Staff and the Respondents agree that if this Settlement Agreement is approved by the Commission, neither Staff nor the Respondents will make any public statement inconsistent with this Settlement Agreement.

22. If a Respondent fails to honour the agreement contained in paragraph 21 of this Settlement Agreement, Staff reserve the right to bring proceedings under Ontario securities law against that Respondent based on the facts set out in Part III of this Settlement Agreement or based on the breach of this Settlement Agreement.

23. If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or an order in the form attached as Schedule "1" is not made by the Commission, each of Staff and the Respondents will be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of the allegations in the Notice of Hearing and Statement of Allegations, unaffected by this Settlement Agreement or the settlement negotiations.

24. Whether or not this Settlement Agreement is approved by the Commission, the Respondents agree that they will not, in any proceeding, refer to or rely upon this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as the basis for any attack on the Commission's jurisdiction, alleged bias, appearance of bias, alleged unfairness or any other remedies or challenges that may otherwise be available.

VII. DISCLOSURE OF AGREEMENT

25. The terms of this Settlement Agreement will be treated as confidential by all parties hereto until approved by the Commission and, forever, if for any reason whatsoever, this Settlement Agreement is not approved by the Commission, except with the written consent of both the Respondents and Staff or as may be required by law.

26. Any obligations of confidentiality shall terminate upon approval of this Settlement Agreement by the Commission.

VIII. EXECUTION OF AGREEMENT

27. This Settlement Agreement may be signed in one or more counterparts which together shall constitute a binding agreement.

28. A facsimile copy of any signature shall be effective as an original signature.

Dated this 16th day of November, 2005

THE MOUNTAIN INN AT RIBBON CREEK LIMITED PARTNERSHIP

"Melanie Coombs"

Per: "John Pennington"
Authorized Signing Officer

Dated this 16th day of November, 2005

THE LODGE AT KANANASKIS LIMITED PARTNERSHIP

"Melanie Coombs"

Per: "John Pennington"
Authorized Signing Officer

Dated this 16th day of November, 2005

"Melanie Coombs"

"John Pennington"
John Pennington

Dated this 16th day of November, 2005

STAFF OF THE ONTARIO SECURITIES COMMISSION

"Michael Watson"
Michael Watson
Director, Enforcement Branch

SCHEDULE "1"

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

AND

THE MOUNTAIN INN AT RIBBON CREEK LIMITED PARTNERSHIP,
THE LODGE AT KANANASKIS LIMITED PARTNERSHIP
and JOHN PENNINGTON

ORDER
(Section 127)

WHEREAS on November 16, 2005, the Ontario Securities Commission issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act* (the "Act") in respect of the Mountain Inn at Ribbon Creek Limited Partnership ("Mountain") and the Lodge at Kananaskis Limited Partnership ("Kananaskis"), and John Pennington ("Pennington");

AND WHEREAS the Respondents entered into a Settlement Agreement with Staff of the Commission dated November 16, 2005 (the "Settlement Agreement") in which they agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing, subject to the approval of the Commission;

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

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

IT IS HEREBY ORDERED THAT

(d) pursuant to s.127(1), clause 4, Mountain and Kananaskis institute the changes to their plans and procedures relating to filing future annual and interim filings as described in Schedule "A" to this order;

(e) pursuant to s. 127(1), clause 6, that Pennington, Mountain and Kananaskis be reprimanded; and

(f) pursuant to s.127(1), clause 9, that Mountain and Kananaskis each pay an administrative penalty of $5,000.

IT IS FURTHER ORDERED pursuant to s. 3.4(2)(b) of the Act, that money received by the Commission pursuant to this Order is hereby allocated to or for the benefit of such third parties as may be determined by the Commission

DATED at Toronto this   day of November, 2005

________________________________   ________________________________

____

SCHEDULE "A"

This schedule describes the changes that will be implemented by the Mountain Inn at Ribbon Creek Limited Partnership ("Mountain") and the Lodge at Kananaskis Limited Partnership ("Kananaskis") within two weeks of an Order by the Ontario Securities Commission (the "Commission") approving the settlement agreement dated November 16, 2005 between Staff of the Commission and Mountain and Kananaskis (the "Order").

Within two weeks of the Order, Mountain and Kananaskis will, with the assistance of Folger Rubinoff LLP, or other appropriate securities law advisor, implement for a minimum period of two years, the plans and procedures necessary to ensure filing on time of future annual and interim filings by Mountain and Kananaskis, as prescribed by National Instrument 51-102 and Multilateral Instrument 52-109.

Mountain and Kananaskis acknowledge that ultimate responsibility for compliance with Ontario securities law rests with Mountain and Kananaskis and their officers and directors.

3.1.2 Andrew Currah et al.

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

AND

ANDREW CURRAH, COLIN HALANEN,
JOSEPH DAMM, NICHOLAS WEIR,
PENNY CURRAH AND WARREN HAWKINS

SETTLEMENT AGREEMENT

I. INTRODUCTION

1. By Notice of Hearing dated November 1, 2005, the Ontario Securities Commission (the "Commission") announced that it proposed to hold a hearing to consider whether, pursuant to section 127 of the *Securities Act,* R.S.O. 1990, c. S.5 (the "*Act*"), it is in the public interest for the Commission to make an order approving the settlement agreement entered into between Staff of the Commission and the respondent Colin Halanen ("Halanen").

II. JOINT SETTLEMENT RECOMMENDATION

2. Staff of the Commission ("Staff") recommend settlement with Halanen (also referred to hereafter as the "Respondent") in accordance with the terms and conditions set out below. The Respondent agrees to the settlement on the basis of the facts set out in Part III herein and consents to the making of an Order in the form attached as Schedule "A" on the basis of the facts set out in Part III herein.

3. The terms of this settlement agreement, including the attached Schedule "A" (collectively, the "Settlement Agreement") will be released to the public only if and when the Settlement Agreement is approved by the Commission.

III. AGREED FACTS

4. For the purposes of this settlement agreement only, the Respondent agrees with the facts set out in Part III.

(a) Background

5. Findore Minerals Inc. ("Findore") is an Ontario junior resource company that was listed on the Canadian Dealing Network ("CDN") at all material times. Findore's common shares traded over-the-counter and were quoted on the CDN. Although Findore changed its name to Cantex Energy Inc. on December 17, 1997, the company will be referred to herein as Findore.

6. Halanen is a resident of Toronto, Ontario. Halanen was introduced to Andrew Currah ("Currah") by a family friend during Halanen's last year of university. Halanen began working for Currah part-time during his last year of university and began working for Currah full-time in the spring of 1996 at the age of 25.

7. Halanen was encouraged by Currah to purchase shares in Findore because of its prospects and was paid his salary in common shares and stock options in Findore. Accordingly, his income was derived from selling his shares in Findore.

8. Currah made Halanen a director of Findore in or about June 1996 and he remained a director of Findore until approximately September 1997.

9. Between September 1997 and December 1999, Halanen remained involved in the affairs of Findore, fielding telephone calls from investors and potential investors interested in finding out about the company's activities.

(b) Trading Activity of Halanen in Findore Shares

10. Between July 1997 and December 1998, Halanen (personally and through corporate trading accounts in which he directed all trading) made more than 800 trades in Findore shares. The allegations in this proceeding concern 44 of those trades which were made using 9 brokerage accounts at 5 brokerage houses.

11. Halanen allowed debit balances to accumulate in those accounts. He made trades monthly to reduce his debit balance. On 14 occasions between July 1997 and December 1998, Halanen made trades between two of the accounts he

controlled thereby reducing or eliminating a debit in the seller's account and creating a debit balance in the purchaser's account. These trades permitted Halanen to hold as many Findore shares as possible to participate in the increase in the share price that he anticipated.

12. Although all of these trades were made through registered brokers, Halanen was not told by his brokers that there was anything improper about the trades. His registered brokers also permitted Halanen to purchase shares without money in his account to pay for those shares and permitted him to maintain the resulting debit balance for some period of time before requiring that it be cleared.

13. In the same period, Halanen entered 30 orders which were filled by either Currah, Weir or companies that they owned or controlled. Halanen believed at all material times that Currah was effectively the market maker for Findore shares and therefore it was reasonably likely that Currah, Weir or companies that they owned or controlled would be on the other side of some of his Findore trades. Halanen executed these trades to earn trading profits. The majority of these trades occurred at a higher price than the preceding reported trade.

14. Between July 1997 and December 1998, Halanen's proceeds from his 800 trades, and thus his income from Findore for that 18 month period, was approximately $88,000.

15. Halanen, Currah and the respondent Nick Weir ("Weir") frequently traded Findore shares and used the respondents, Joe Damm ("Damm") and Warren Hawkins ("Hawkins"), as their broker. From time to time, Halanen participated in telephone calls at the end of the day with Damm, Hawkins, Currah and/or Weir during which Damm and/or Hawkins asked Halanen, Currah and Weir to identify the trades they had made that day.

(c) Market Price of Findore's Shares

16. In June 1997, the common shares of Findore had been trading in the range of $0.10 to $0.14 per share. By September 26, 1997, the share price reached $1.92. The stock peaked on April 3, 1998 at a high of $2.30 per share. During this period of time, Findore announced that it had obtained rights to a property in Texas. It also announced that it had raised money that would be used to pursue the exploration of this site. It also announced its initial drilling results. The reported share price stayed above $1.00 per share through to the fall of 1998 before declining to its June 1997 levels in 1999 once the final drilling results were released.

(d) Credit for Cooperation

17. Throughout this proceeding, and even before this proceeding was initiated, Halanen cooperated fully with Staff.

IV. RESPONDENT'S POSITION

18. Halanen's working arrangements were unusual in that he worked for Currah, not Currah Capital Corporation or Findore. Before working with Currah, Halanen had never before worked in the mining industry. He was also unfamiliar with the securities markets and therefore took his lead from Currah and, to a lesser extent, Weir.

19. In September 1997, an experienced businessman joined the company and caused Halanen to be removed from Findore's board of directors because of Halanen's youth and inexperience.

20. Although Halanen was a frequent trader of Findore shares, based on his experiences with Currah and Weir, Halanen did not believe that his frequency of trading was unusual.

21. With respect to the calls he received from Damm/Hawkins at the end of some trading days, although Halanen knew that Damm/Hawkins were busy, he did not understand why Damm/Hawkins did not keep better records and needed to call him, Currah and Weir. At the time he did not believe that these conversations suggested anything improper.

22. Halanen has not worked or associated with Currah or Weir since January 2000 and is now familiar with the mining sector and the securities markets. To broaden his knowledge, he has signed up for one of the four Venture Success Workshops offered by the TSX called Venture Filing Fundamentals, and he will undertake as part of this settlement to take the other three workshops offered by the TSX within the next 12 months.

V. CONDUCT CONTRARY TO THE ACT AND THE PUBLIC INTEREST

23. With the benefit of hindsight (including the knowledge he gained post-Currah), and despite this being his first job, Halanen ought to have known that his trades, as described in paragraph 11, could have created a misleading appearance as to market activity for Findore shares and he admits that those trades were contrary to the public interest.

VI. TERMS OF SETTLEMENT

24. Halanen agrees to the following terms of settlement, pursuant to s. 127(1) of the Act:

(a) Halanen shall not trade in securities for a period of 5 years, subject to the following exception:

After 2 ½ years, Halanen shall be permitted to trade: (i) bonds issued by governments; (ii) guaranteed investment certificates issued by banks; (iii) mutual funds; and (iv) stocks of companies listed on a recognized exchange provided the trades are all made through a registered broker, subject to the restrictions set out in (b) and (c) below.

(b) Halanen shall not purchase shares on margin for a period of 5 years.

(c) Halanen shall not be permitted to purchase/sell any security, for a period of 5 years, in which he holds, or in which he would hold as a result of the contemplated transaction, directly or indirectly through another person or company or through any person or company acting on his behalf, more than one (1) percent of the outstanding securities of the class or series of class of that company's issued and outstanding shares;

(d) Subject to (a), (b) and (c), Halanen shall not be entitled to rely on the exemptions contained in s. 35 of the *Securities Act* and OSC Rule 45-501 for a period of 5 years;

(e) Halanen shall pay costs to the Commission of its investigation, pursuant to s. 127.1 of the Act, in the amount of $15,000;

(f) The restrictions set out in paragraph (a) shall apply to restrict Halanen from trading in accounts held in his own name or the names of his family members, accounts held in trust for his family members and accounts held in the name of any company controlled by Halanen or a member of his family;

(g) Halanen shall undertake to complete the following workshops offered by the TSX within the next 12 months: Managing a Public Company, Venture Filing Fundamentals, Rules and Tools, and Investor Relations Fundamentals; and

(h) Halanen will cooperate with Staff in its investigation of trading in Findore shares, including testifying as a witness for Staff at any proceedings commenced by Staff before the Commission, the Ontario Court of Justice or the Ontario Superior Court.

VII. STAFF COMMITMENT

25. If this Settlement Agreement is approved by the Commission, Staff will not initiate any proceeding under Ontario securities law in respect of any conduct or alleged conduct of Halanen in relation to the facts set out in Part III of this Settlement Agreement or the allegations made by Staff against Halanen in this matter, subject to the provisions of paragraph 29 below.

VIII. PROCEDURE FOR APPROVAL OF SETTLEMENT

26. Approval of this Settlement Agreement shall be sought at a hearing of the Commission on a date agreed to by counsel for Staff and Halanen.

27. Staff and Halanen may refer to any part, or all, of the Settlement Agreement at the Settlement Hearing. Staff and Halanen also agree that if this Settlement Agreement is approved by the Commission, it will constitute the entirety of the evidence to be submitted respecting Halanen in this matter, and Halanen agrees to waive his rights to a full hearing, judicial review or appeal of the matter under the Act.

28. Staff and Halanen agree that if this Settlement Agreement is approved by the Commission, neither Staff nor Halanen will make any public statement inconsistent with this Settlement Agreement.

29. If this Settlement Agreement is approved by the Commission and, at any subsequent time, Halanen fails to honour any of the Terms of Settlement set out in Part VI herein, Staff reserve the right to bring proceedings under Ontario securities law against Halanen based on, but not limited to, the facts set out in Part III of the Settlement Agreement, as well as the breach of the Settlement Agreement.

30. If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or an Order in the form attached as Schedule "A" is not made by the Commission, each of Staff and Halanen will be entitled to all available proceedings,

remedies and challenges, including proceeding to a hearing of the allegations in the Notice of Hearing and Statement of Allegations, unaffected by this Settlement Agreement or the settlement negotiations.

31. Whether or not this Settlement Agreement is approved by the Commission, Halanen agrees that he will not, in any proceeding, refer to or rely upon this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as the basis for any allegation against the Commission of lack of jurisdiction, bias, appearance of bias, unfairness, or any other remedy or challenge that may otherwise be available.

IX. DISCLOSURE OF AGREEMENT

32. The terms of this Settlement Agreement will be treated as confidential by all parties hereto until approved by the Commission, and forever if, for any reason whatsoever, this Settlement Agreement is not approved by the Commission, except with the written consent of both Halanen and Staff or as may be required by law.

33. Any obligations of confidentiality shall terminate upon approval of this Settlement Agreement by the Commission.

X. EXECUTION OF SETTLEMENT AGREEMENT

34. This Settlement Agreement may be signed in one or more counterparts which together shall constitute a binding agreement.

35. A facsimile copy of any signature shall be effective as an original signature.

Dated this _"1st"_ day of November, 2005.

"Scott Kugler"
Witness

"Colin Halanen"

"Michael Watson"
Staff of the Ontario Securities Commission
Per: Michael Watson
Director, Enforcement Branch

Schedule "A"

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

AND

ANDREW CURRAH, COLIN HALANEN,
JOSEPH DAMM, NICHOLAS WEIR,
PENNY CURRAH AND WARREN HAWKINS

ORDER

WHEREAS on July 23, 2004, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the *Securities Act* (the "Act") in respect of trading in the shares of Findore Minerals Inc.;

AND WHEREAS on October 20, 2005, Staff of the Commission filed an Amended Statement of Allegations;

AND WHEREAS Colin Halanen entered into a settlement agreement dated November 1, 2005 (the "Settlement Agreement") in relation to the matters set out in the Amended Statement of Allegations;

AND WHEREAS the Commission issued a Notice of Hearing dated November 1, 2005 setting out that it proposed to consider the Settlement Agreement;

AND WHEREAS Halanen has undertaken as part pf the Settlement Agreement to complete the following workshops offered by the TSX within the next 12 months: Managing a Public Company, Venture Filing Fundamentals, Rules and Tools, and Investor Relations Fundamentals;

UPON reviewing the Settlement Agreement, the Notice of Hearing, the Amended Statement of Allegations, and upon considering submissions from Halanen and from Staff of the Commission;

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

IT IS HEREBY ORDERED, PURSUANT TO SECTIONS 127 AND 127.1 OF THE ACT, THAT:

1. The Settlement Agreement attached to this Order is approved;

2. Halanen shall not trade in securities for a period of 5 years, subject to the following exception:

   After 2 ½ years from the date of this Order, Halanen shall be permitted to trade: (i) bonds issued by governments; (ii) guaranteed investment certificates issued by banks; (iii) mutual funds; and (iv) stocks of companies listed on a recognized exchange provided the trades are all made through a registered broker, subject to the restrictions set out in paragraphs 2 and 3 below;

3. Halanen shall not purchase shares on margin for a period of 5 years.

4. Halanen shall not be permitted to purchase/sell any security, for a period of 5 years, in which he holds, or in which he would hold as a result of the contemplated transaction, directly or indirectly through another person or company or through any person or company acting on his behalf, more than one (1) percent of the outstanding securities of the class or series of class of that company's issued and outstanding shares;

5. Subject to paragraphs 2, 3 and 4 above, Halanen shall not be entitled to rely on the exemptions contained in s. 35 of the *Securities Act* and OSC Rule 45-501 for a period of 5 years;

6. Halanen shall pay costs to the Commission of its investigation, pursuant to s. 127.1 of the Act, in the amount of $15,000; and

7. The restrictions set out in paragraph 2 above shall apply to restrict Halanen from trading in accounts held in his own name or the names of his family members, accounts held in trust for his family members and accounts held in the name of any company controlled by Halanen or a member of his family.

Dated at Toronto, Ontario this day of , 2005

3.1.3 Andrew Currah et al.

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

AND

**ANDREW CURRAH, COLIN HALANEN,
JOSEPH DAMM, NICHOLAS WEIR,
PENNY CURRAH AND WARREN HAWKINS**

SETTLEMENT AGREEMENT

I. INTRODUCTION

1. By Notice of Hearing dated October 28, 2005, the Ontario Securities Commission (the "Commission") announced that it proposed to hold a hearing to consider whether, pursuant to section 127 of the *Securities Act,* R.S.O. 1990, c. S.5 (the "*Act*"), it is in the public interest for the Commission to make an order approving the settlement agreement entered into between Staff of the Commission and the respondent Andrew Currah ("Currah").

II. JOINT SETTLEMENT RECOMMENDATION

2. Staff of the Commission ("Staff") recommend settlement with Currah (also referred to hereafter as the "Respondent") in accordance with the terms and conditions set out below. The Respondent agrees to the settlement on the basis of the facts set out in Part III herein and consents to the making of an Order in the form attached as Schedule "A" on the basis of the facts set out in Part III herein.

3. The terms of this settlement agreement, including the attached Schedule "A" (collectively, the "Settlement Agreement") will be released to the public only if and when the Settlement Agreement is approved by the Commission.

III. AGREED FACTS

4. For the purposes of this settlement agreement, the Respondent agrees with the facts set out in Part III.

(a) Background

5. Findore Minerals Inc. ("Findore") is an Ontario junior resource company that was listed on the Canadian Dealing Network ("CDN") at all material times. At all material times, Findore's common shares traded over-the-counter and were quoted on the CDN. Although Findore changed its name to Cantex Energy Inc. on December 17, 1997, the company will be referred to herein as Findore.

6. The respondent Andrew Currah ("Currah") is a resident of Ontario. He is 43 years old.

7. Currah purchased a controlling interest, namely 471,000 common shares, in Findore in November 1994. Currah was president of Findore between November 1994 and July 1997, secretary of Findore from September 1997 to December 1997, and a director of Findore from November 1994 to December 1997. After December 1997, Currah remained closely involved in the affairs of Findore, working as a promoter of Findore's shares. Findore subleased office space from Currah.

8. At all material times, Currah worked closely with Colin Halanen ("Halanen"). Until December 1997, Currah worked closely with the respondent Nicholas Weir ("Weir").

9. Between 1996 and 1998, Findore issued 2,049,623 common shares from treasury to Currah or to companies controlled by Currah. Currah invested in a Findore private placement receiving 750,000 hold Findore shares at 20 cents which he did not sell until outside the period in question. Currah sold 700,000 of these shares on February 1, 1999 for 15 cents.

(b) Trading in Findore shares by Currah

10. In the period described in paragraph 7, the respondents Currah, Halanen and Weir (collectively, the "Group"), individually and through companies that they owned or controlled, were active traders in Findore's shares through the CDN. Currah's trading included shares issued to him by Findore for stock options. In the period between July 1997 and December 1998, Currah (personally and through corporate trading accounts in which he directed all trading) made hundreds of trades in Findore shares.

11. For his trading in Findore shares, Currah used 12 brokerage accounts at 5 brokerage houses in his own name, in the name of his wife Penny Currah and in the names of the following companies over which he held and exercised trading authority: Currah Capital Inc., Currah and Sons Ltd., Galaxy Galleria Inc., and Findore Gold Resources Ltd. (collectively, the "Currah Accounts").

12. Currah entered into numerous trades, which were reported to other investors via the CDN, when he ought to have known that the trades may create a misleading appearance as to the volume of trading in Findore's common shares or as to the market price for those shares.

13. On 48 occasions, Andrew Currah engaged in trades of Findore shares among the Currah Accounts. Twenty of those trades occurred at prices higher than the preceding reported trade, creating an "uptick" in the price of Findore shares.

14. In the same period, the Currah Accounts entered 52 trades with other members of the Group. Thirty-nine of those trades among the Group created upticks in the price of the Findore shares.

15. Currah executed the trades described in paragraphs 10 through 13 to achieve at least one or more of the following objectives,

(a) to earn trading profits which, in turn could be used to pay his personal and business expenses;

(b) to support the price of Findore's shares in the face of short selling of Findore shares;

(c) to transfer shares among his various personal and corporate brokerage accounts to cover significant debit balances that had accumulated in his brokerage accounts, which he could not cover by other means;

(d) to attempt to hold as many Findore shares as possible, pending an anticipated increase in the share price; and

(e) to reduce his position in Findore shares, based on requirements by brokerage firms that he reduce the concentration of his personal and corporate holdings of Findore shares.

16. Currah allowed debit balances to accumulate in cash accounts that he held at various brokerage firms. He knew, at all material times, that his brokerage accounts were not margin accounts, and that Findore's shares were not marginable. From time to time, Currah had other marginable securities in his accounts which covered his debit balances.

(c) Market Making Activities

17. Research Capital was approved by the CDN as a market maker for Findore shares. The respondents Joseph Damm ("Damm") and Warren Hawkins ("Hawkins") are registered representatives who, at all material times, posted bids and offers on the CDN through Research Capital's market making facility. Hawkins/Damm acted as agency traders, primarily for Currah and occasionally for other Research Capital clients, through the market making capacity of Research Capital. On a daily basis, Currah and/or other members of the Group gave trading instructions for Findore shares to Damm and Hawkins, which influenced the Research Capital bid and offer prices for Findore's shares.

18. Currah made 2 Currah Accounts at Research Capital available, so that Findore shares held in those accounts could be used for agency trading through the market making facility of Research Capital.

19. Currah knew that he was a significant client of Research Capital in respect of trading in Findore shares.

20. From time to time when trading was hectic, to Currah's knowledge, Damm and Hawkins entered trades of Findore shares on behalf of the Group without properly describing the actual orders for the respective account. At the end of those trading days, Damm and Hawkins conducted telephone meetings with Currah and other members of the Group to determine the Group account to which those trades would be allocated.

(d) Market Price of Findore's Shares

21. In June 1997, prior to the commencement of the Group's trading activity described above, the common shares of Findore had been trading in the range of $0.10 to $0.14 per share. Trading in Findore's shares became very active, as reported on the CDN, in the latter part of July 1997 and by September 26, 1997, the share price reached $1.92. The stock peaked on April 3, 1998 at a high of $2.30 per share. The reported Findore share price stayed above $1.00 per share through to the fall of 1998, before declining markedly to its June 1997 levels in 1999. The trading by the Group, as described in paragraphs 10 to 14, contributed to fluctuations in the price of Findore shares.

22. On 60 selected days of trading in the period between July 1997 and December 1998, the Group accounted for an average of 29 percent of the market activity for Findore's shares. Currah's net profits from his trading activities were $810,000.

IV. THE RESPONDENT'S POSITION

23. It was Currah's understanding that, on a daily basis, Currah and/or other members of the Group or other Research Capital client accounts, gave orders to Damm/ Hawkins and they would, in turn, post the best bid/ask among Research's clientele.

24. Currah disclosed, clearly and concisely, on his Research Capital client application form that he was an officer of Findore; yet Research Capital, when applying for a market making status in Findore, presented their September 23, 1996 application to the CDN without mentioning that Currah was not arm's length to the issuer, Findore. Currah did not become aware of the contents of Research Capital's market maker application until 2004. Currah does not accept responsibility for Research Capital's representations to the CDN.

25. The CDN did not have a 'no down tick' rule in place during the material time. Thus, short sellers could perform raids on the Findore market without the market being able to recover, because the short sellers did not have to wait until an 'even tick' or an uptick occurred till they could recommence their short selling. This 'no down tick' rule exists in other markets. Currah, by buying Findore shares, in the aftermath of a 'bear raid', would make 'upticks' in the stock because of the unregulated short selling. Hence, Currah believes that the CDN trading paradigm, in this instance, contributed to greater volatility in the market. At the time, Currah believed that his trading contributed to an orderly market for Findore's shares.

26. Currah employed the agency trading of Research Capital to display bids and offers in Findore. Currah did not have exclusivity to these orders, as the bid and offer agency mechanism was open to all RCAP retail and pro accounts. By eliminating the market maker's inventory account from the trading landscape, Currah thought this method would encourage investors to invest in Findore because the bid-ask spreads would be tighter and the true volume would be represented.

27. Currah held great belief in the future success of Findore as manifested in his continual support of the stock through purchasing Findore all the way up to its high and all the way down to its low. After being asked by Findore's Treasurer, in February 1999, to step aside for the 'good' of the company, Currah sold his major share portion of 700,000 shares at 15 cents per share.

28. Currah does not presently have the ability to pay a substantial cost award, but recognizes the cost incurred by the Commissions in its investigation, and his obligation to pay that cost.

V. CONDUCT CONTRARY TO THE PUBLIC INTEREST

29. Certain of Currah's trades, as described in paragraphs 9 through 14, were designed to intervene in the marketplace for Findore shares in order to reverse the effects that trading by others was having on the market price for Findore's shares. This trading by Currah interfered with the operation of an arm's length public market for Findore's shares. The role of self-appointed guardian of the market price of Findore's shares was not one that Currah ought to have undertaken. Currah's conduct, in employing Research Capital's market making facilities for the trading described herein, was contrary to the public interest.

30. As to trading in Findore shares by Currah among the Currah Accounts, these trades did not involve a true economic transfer of the shares and accordingly interfered with the operation of an arm's length public market for Findore's shares. Currah's conduct in this regard was contrary to the public interest.

VI. TERMS OF SETTLEMENT

31. Currah agrees to the following terms of settlement, to be set out in an order by the Commission pursuant to s. 127(1) of the Act, as follows:

(a) that Currah is required to cease trading in securities for a period of 10 years and that the exemptions contained in s. 35 of the *Securities Act* and OSC Rule 45-501 do not apply to Currah, subject only to the exceptions noted in paragraph (b) below. For greater certainty, the Order will pertain to all trading by Currah, whether directly or indirectly in any capacity whatsoever, or through nominee accounts;

(b) that Currah will be permitted, after a period of 5 years from the date of the Order approving this settlement agreement, to trade in securities through RRSP accounts held solely in his name if the securities are: (i) mutual fund units, guaranteed investment certificates or bonds or (ii) securities in which Currah does not own directly or indirectly through another person or company or through any person or company acting on his behalf, more than one (1) percent of the outstanding securities of the class or series of the class in question;

(c) that Currah will be permanently prohibited from acting as a director or officer of an issuer;

(d) Currah will pay to the Commission costs of its investigation in the amount of $1,000 immediately, plus costs in the amount $44,000 within 5 years after the date of the Order approving this settlement. In the event that Currah refuses or fails to make these cost payments within 5 years, the terms of paragraph 30(b) will not come into force for (i) the 5 year period referred to in paragraph 30(b), plus (ii) an additional number of days equal to the number of days in which Currah remains in default in paying costs to the Commission. In the event that Currah refuses or fails to make the cost payments within 10 years, the terms of paragraph 30(a) will be extended permanently; and

(e) that Currah will cooperate with Staff in its investigation of trading in Findore shares, including making a statement under oath in advance of any hearing and testifying as a witness for Staff at any proceedings commenced by Staff before the Commission, the Ontario Court of Justice or the Ontario Superior Court.

VII. STAFF COMMITMENT

32. If this Settlement Agreement is approved by the Commission, Staff will not initiate any proceeding under Ontario securities law in respect of any conduct or alleged conduct of Currah in relation to the facts set out in Part III of this Settlement Agreement, subject to the provisions of paragraph 35 below.

VIII. PROCEDURE FOR APPROVAL OF SETTLEMENT

33. Approval of this Settlement Agreement shall be sought at a hearing of the Commission on a date agreed to by Staff and Currah.

34. Staff and Currah may refer to any part, or all, of the Settlement Agreement at the Settlement Hearing. Staff and Currah also agree that if this Settlement Agreement is approved by the Commission, it will constitute the entirety of the evidence to be submitted respecting Currah in this matter, and Currah agrees to waive his rights to a full hearing, judicial review or appeal of the matter under the Act.

35. Staff and Currah agree that if this Settlement Agreement is approved by the Commission, neither Staff nor Currah will make any public statement inconsistent with this Settlement Agreement.

36. If this Settlement Agreement is approved by the Commission and, at any subsequent time, Currah fails to honour any of the Terms of Settlement set out in Part VI herein, Staff reserve the right to bring proceedings under Ontario securities law against Currah based on, but not limited to, the facts set out in Part III of the Settlement Agreement, as well as the breach of the Settlement Agreement.

37. If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or an Order in the form attached as Schedule “A” is not made by the Commission, each of Staff and Currah will be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of the allegations in the Notice of Hearing and Statement of Allegations, unaffected by this Settlement Agreement or the settlement negotiations.

38. Whether or not this Settlement Agreement is approved by the Commission, Currah agrees that he will not, in any proceeding, refer to or rely upon this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as the basis for any allegation against the Commission of lack of jurisdiction, bias, appearance of bias, unfairness, or any other remedy or challenge that may otherwise be available.

IX. DISCLOSURE OF AGREEMENT

39. The terms of this Settlement Agreement will be treated as confidential by all parties hereto until approved by the Commission, and forever if, for any reason whatsoever, this Settlement Agreement is not approved by the Commission, except with the written consent of both Currah and Staff or as may be required by law.

40. Any obligations of confidentiality shall terminate upon approval of this Settlement Agreement by the Commission.

X. EXECUTION OF SETTLEMENT AGREEMENT

41. This Settlement Agreement may be signed in one or more counterparts which together shall constitute a binding agreement.

42. A facsimile copy of any signature shall be effective as an original signature.

Dated this _"28th"_____day of _"October", 2005.

"J. Waechter"_______ _"A. Currah"___________________
Witness Andrew Currah

__"Michael Watson"__________________
Staff of the Ontario Securities Commission
Per: "Michael Watson"
Director, Enforcement Branch

Dated this day of

Schedule A

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

AND

ANDREW CURRAH, COLIN HALANEN,
JOSEPH DAMM, NICHOLAS WEIR,
PENNY CURRAH AND WARREN HAWKINS

ORDER

WHEREAS on July 23, 2004, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the *Securities Act* (the "Act") in respect of trading in the shares of Findore Minerals Inc.;

AND WHEREAS on October 20, 2005, Staff of the Commission filed an Amended Statement of Allegations;

AND WHEREAS Andrew Currah ("Currah") entered into a settlement agreement dated October 28, 2005 (the "Settlement Agreement") in relation to the matters set out in the Amended Statement of Allegations;

AND WHEREAS the Commission issued a Notice of Hearing dated October 28, 2005 setting out that it proposed to consider the Settlement Agreement;

UPON reviewing the Settlement Agreement, the Notice of Hearing, the Amended Statement of Allegations, and upon considering submissions from Currah and from Staff of the Commission;

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

IT IS HEREBY ORDERED, PURSUANT TO SECTIONS 127 AND 127.1 OF THE ACT, THAT:

1. Currah shall cease trading in securities for a period of 10 years and the exemptions contained in s. 35 of the Act and OSC Rule 45-501 shall not apply to Currah, subject only to the exceptions noted in paragraph 2 below. For greater certainty, this Order pertains to all trading by Currah, whether directly or indirectly in any capacity whatsoever, or through nominee accounts;

2. Currah shall be permitted, after a period of 5 years from the date of this Order, to trade in securities through RRSP accounts held solely in his name if the securities are: (i) mutual fund units, guaranteed investment certificates or bonds; or (ii) securities in which Currah does not own directly or indirectly through another person or company or through any person or company acting on his behalf, more than one (1) percent of the outstanding securities of the class or series of the class in question;

3. Currah shall be permanently prohibited from acting as a director or officer of an issuer;

4. Currah shall pay to the Commission costs of its investigation in the amount of $1,000 immediately, plus costs in the amount $44,000 within 5 years after the date of this Order. In the event that Currah refuses or fails to make these cost payments within 5 years, the terms of paragraph 2 of this Order shall not come into force for (i) the 5 year period referred to in paragraph 2, plus (ii) an additional number of days equal to the number of days in which Currah remains in default in paying costs to the Commission. In the event that Currah refuses or fails to make the cost payments within 10 years, the terms of paragraph 1 of this Order shall be extended permanently; and

5. Currah shall cooperate with Staff in its investigation of trading in Findore shares, including making a statement under oath in advance of any hearing and testifying as a witness for Staff at ay proceedings commenced by Staff before the Commission, the Ontario Court of Justice or the Ontario Superior Court.

Dated at Toronto, Ontario this   day of October, 2005

______________________   ______________________________

                    ____

3.1.4 Andrew Currah et al.

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

AND

ANDREW CURRAH, COLIN HALANEN,
JOSEPH DAMM, NICHOLAS WEIR,
PENNY CURRAH AND WARREN HAWKINS

SETTLEMENT AGREEMENT

I. INTRODUCTION

1. By Notice of Hearing dated November 3, 2005, the Ontario Securities Commission (the “Commission”) announced that it proposed to hold a hearing to consider whether, pursuant to section 127 of the Securities Act, R.S.O. 1990, c. S.5 (the “Act”), it is in the public interest for the Commission to make an order approving the settlement agreement entered into between Staff of the Commission and the respondent Warren Hawkins (“Hawkins”).

II. JOINT SETTLEMENT RECOMMENDATION

2. Staff of the Commission (“Staff”) recommend settlement with Hawkins (also referred to hereafter as the “Respondent”) in accordance with the terms and conditions set out below. The Respondent agrees to the settlement on the basis of the facts set out in Part III herein and consents to the making of an Order in the form attached as Schedule “A” on the basis of the facts set out in Part III herein.

3. The terms of this settlement agreement, including the attached Schedule “A” (collectively, the “Settlement Agreement”) will be released to the public only if and when the Settlement Agreement is approved by the Commission.

III. AGREED FACTS

4. For the purposes of this settlement agreement, the Respondent agrees with the facts set out in Part III.

The Parties

5. Findore Minerals (“Findore”) is an Ontario junior resource company that was listed at the material time on the Canadian Dealing Network (“CDN”). At all material times, Findore’s common shares traded over-the-counter and were quoted on the CDN. Although Findore changed its name to Cantex Energy Inc. on December 17, 1997, the company will be referred to herein as Findore.

6. The respondent Hawkins is 41 years old. He has been a registered representative since approximately May, 1995. He has not previously been subject to disciplinary proceedings before the Commission. In or about May, 2005, Hawkins applied to transfer his registration from Desjardins Securities Ltd. to Union Securities Ltd. but the Investment Dealers Association declined to process his transfer pending the resolution of this matter, and an appeal from that decision could not be heard in a timely manner.

7. On or about October 1, 1994, Hawkins was hired as an assistant without licence to Joe Damm (“Damm”) at Research Capital. At that time Damm was a broker with many years experience. Hawkins’ duties included answering the telephone, cheque requests, and other tasks for Joe Damm. At or about the time Hawkins was hired as an assistant without licence, Research Capital applied to be a market maker in respect of Findore and was approved as such. Furthermore, at or about that time, Currah Capital Inc., a company owned by Andrew Currah, already had a trading account at Research Capital. Andrew Currah was a promoter of Findore’s shares and had been a director and/or an officer of Findore until December, 1997.

8. In May, 1995, Hawkins obtained his securities licence, and became a junior investment advisor working with Damm. Hawkins and Damm shared a joint registered representative code.

9. Damm and Hawkins were the registered representatives for two accounts for each of Andrew Currah, Nick Weir and Colin Halanen (six accounts in total) that are material to the matters in this proceeding.

Findore and Its Share Price

10. During the material time, Findore made, *inter alia*, the following announcements by press release:

(a) On July 30, 1997, that a new president and chief executive officer of Findore had been appointed, and that Findore was then engaged in negotiations involving an oil and gas joint venture drilling program in an established production area in the United States;

(b) On August 6, 1997, that Findore had signed a letter of intent to enter into a joint venture oil and gas development, exploration and production program onshore in the Texas/Louisiana Gulf coast area;

(c) On September 17, 1997, that a retired executive with senior experience in the oil industry had been appointed a director of Findore, together with one other. Subsequently other new directors were appointed;

(d) On November 3, 1997, that Findore's joint venture agreement had been finalized; and

(e) On January 23, 1998 that the purchase of producing properties in Texas and Louisiana had closed.

11. In June, 1997, the common shares of Findore had been trading in the range of $0.10 to $0.14 per share. Trading in Findore's shares became very active, as reported in the CDN, in the latter part of July 1997 and by September 26, 1997, the share price reached $1.92. The stock peaked on April 3, 1998 at a high of $2.30 per share. The reported Findore share price stayed above $1.00 per share through to the fall of 1998, before declining to its June 1997 levels in 1999.

Findore Trading at Research Capital

12. Research Capital was one of the approved market makers for Findore shares. When Research Capital received approval as a market maker in respect of Findore, it disclosed that Currah Capital, Web Licity Inc. and 937075 Ontario Inc. (the latter two being companies controlled by Nick Weir or Colin Halanen) were its trading clients. According to Research Capital's then-current practice, Hawkins and Damm used Research Capital's market making facility to represent client orders as agent in respect of Findore shares. Research Capital placed a CATS terminal next to the desks used by Damm and Hawkins to facilitate this. No inventory account was used in respect of making a market for Findore shares, nor did any of Andrew Currah, Colin Halanen and Nick Weir or their companies loan Research Capital any of their shares for Research Capital's market making activity. Hawkins and Damm were the primary users of Research Capital's market making facility in this regard.

13. The Policy of the Canadian Dealing Network ("CDN") applicable at the material times provided, *inter alia,* that:

(a) access to the CDN System for market-making in a CDN security would only be granted to market-makers approved by the board of directors of the CDN, and would be subject to compliance with the requirements of the Policy;

(b) market-makers were required to disclose any direct or indirect association, dealings or arrangements with any promoter, insider, associate or affiliate of the issuer of the CDN security or with the issuer itself; and

(c) approved market-makers shall not use or knowingly participate in the use of any manipulative or deceptive methods of trading in connection with the purchase or sale of a CDN security that creates or may create a false or misleading appearance of trading activity or an artificial price for a CDN security.

The function of a market-maker is to maintain liquidity and stability in the trading activity of over-the-counter shares.

14. It is estimated that Hawkins earned at least $35,000 in commissions in trading Findore shares on behalf of Andrew Currah, Colin Halanen, Nick Weir and their respective companies.

Hawkins Ought to Have Known

15. There were a number of circumstances that ought to have caused Hawkins to make further and more detailed inquiries concerning the trading activities of Andrew Currah, Colin Halanen and Nick Weir and their respective companies.

(a) Throughout the relevant period Hawkins knew that Andrew Currah was promoting Findore shares. At the material times Hawkins knew that Andrew Currah, Nick Weir and Colin Halanen shared office space and business dealings.

(b) Between the period from July, 1997 to December, 1998, Andrew Currah, Colin Halanen and Nick Weir, through both their personal and corporate accounts, placed approximately 1,000 orders with Damm and Hawkins resulting in over 2,000 trades in the shares of Findore.

(c) Hawkins was aware of the level of trading in Findore shares by Andrew Currah, Colin Halanen and Nick Weir and their companies at Research Capital. Hawkins was aware that from time to time treasury shares would be deposited into their accounts in support of their trading activities; between July 1997 and December 1998 approximately 989,000 shares were so deposited. Hawkins was aware that during the material time there were usually debit balances in the cash accounts of Andrew Currah, Colin Halanen and Nick Weir and their companies at Research Capital, and that Findore's shares were not marginable.

(d) Because Hawkins and Damm had access to market making facilities, they received many orders in respect of Findore shares from a variety of clients. The orders received from Andrew Currah, Colin Halanen and Nick Weir and their companies were a majority of the total orders received by Hawkins and Damm in respect of Findore shares. Their trading instructions would form the basis of Research Capital's posted bids and offers for Findore so long as they were the best bid or offer.

(e) From time to time when trading was hectic, Hawkins entered authorized trades in Findore shares on behalf of Andrew Currah, Colin Halanen and Nick Weir or their companies without specifying a brokerage account. At the end of the trading day, he would speak with one or more of them to determine in which account the trade belonged.

(f) Hawkins was personally involved as registered representative for eight trades in Findore shares between or among two of Andrew Currah, Colin Halanen, Nick Weir and their respective companies. Of those trades, five were at a price higher than the prior day's closing, and three were a price lower than the prior day's closing. Hawkins ought to have realized that these trades could have created a misleading appearance as to the volume of trading or the market price of Findore shares.

IV. THE RESPONDENT'S POSITION

16. At the time of the matters in question, Hawkins had no experience in the investment industry except first as an assistant to Damm and then as junior investment advisor working with Damm.

17. At the time Hawkins commenced his employment at Research Capital, Research Capital was a market-maker for Findore, and Currah Capital Inc. (controlled by Andrew Currah, who was a promoter of Findore) had a trading account with Damm.

18. While not denying his responsibility for his actions or inaction admitted in Part III, Hawkins states that he did not receive any negative comment from the back-office or compliance departments at Research Capital pertaining to the facts described in Part III above. Hawkins paid part of his commissions to Research Capital to compensate Research Capital for the use of its back-office, credit and compliance facilities. Hawkins does not accept responsibility for any lack of vigilance, or other actions or inaction, on the part of Research Capital.

19. Hawkins was unaware of any of Andrew Currah's trading activities other than those that were traded under the code that he shared with Joe Damm. Hawkins believed that the shares that Currah, Halanen and Weir deposited into their accounts came from the exercise of options.

20. At the time of the trading, Hawkins did not believe that the trading activity of Andrew Currah, Colin Halanen, Nick Weir and their related companies would contribute to meaningful price fluctuations for Findore shares.

21. With the benefit of hindsight, Hawkins admits that he ought to have been alert to the prospect that he was not acting independently of Andrew Currah, Colin Halanen and Nick Weir and their respective companies and he ought to have made further inquiries.

22. The existence of this proceeding has caused Hawkins' licence to be effectively suspended since May, 2005, causing him great financial hardship, and the relief being consented to in settlement of this proceeding may – practically speaking – conclude his ability to follow his chosen profession as an investment advisor.

23. Hawkins has been unemployed in the investment industry since May, 2005, when transfer of his license was refused by the Investment Dealers' Association. Although qualified as a geological engineer, Hawkins had not worked in that field for more than ten years until July of this year when he was given a three week contract. He has not worked at all since that time, although he continues to look for work. His spouse is also unemployed, and she is also looking for work. Currently, they are being supported by Hawkins' father.

24. In settling, Hawkins has accepted responsibility for his actions and inaction.

V. CONDUCT CONTRARY TO THE PUBLIC INTEREST

25. By using the market making facility in the manner set out above and, in particular, by failing to ensure through appropriate inquiries that he was acting independently of the promoters of Findore shares, Warren Hawkins acted in a manner contrary to the public interest.

VI. TERMS OF SETTLEMENT

26. Hawkins agrees to the following terms of settlement, pursuant to s. 127(1) of the Act:

(f) Hawkins shall surrender his registration with the Commission by resigning immediately upon approval of this Settlement Agreement;

(g) If Hawkins fails to submit his resignation within 1 business day of the Order approving this Settlement Agreement, his registration will be terminated;

(h) Hawkins shall not reapply to the Commission for registration, in any capacity, for a period of 5 years from May 1, 2005;

(i) Hawkins shall be reprimanded;

(j) Hawkins will cooperate with Staff in its investigation of trading in Findore shares, including testifying as a witness for Staff at any proceedings commenced by Staff before the Commission, the Ontario Court of Justice or the Ontario Superior Court.

VII. STAFF COMMITMENT

27. If this Settlement Agreement is approved by the Commission, Staff will not initiate any proceeding under Ontario securities law in respect of any conduct or alleged conduct of Hawkins in relation to the facts set out in Part III of this Settlement Agreement, subject to the provisions of paragraph 34 below.

VIII. PROCEDURE FOR APPROVAL OF SETTLEMENT

28. Approval of this Settlement Agreement shall be sought at a hearing of the Commission on a date agreed to by counsel for Staff and Hawkins.

29. Staff and Hawkins may refer to any part, or all, of the Settlement Agreement at the Settlement Hearing. Staff and Hawkins also agree that if this Settlement Agreement is approved by the Commission, it will constitute the entirety of the evidence to be submitted respecting Hawkins in this matter, and Hawkins agrees to waive his rights to a full hearing, judicial review or appeal of the matter under the Act.

30. Staff and Hawkins agree that if this Settlement Agreement is approved by the Commission, neither Staff nor Hawkins will make any public statement inconsistent with this Settlement Agreement.

31. If this Settlement Agreement is approved by the Commission and, at any subsequent time, Hawkins fails to honour any of the Terms of Settlement set out in Part VI herein, Staff reserve the right to bring proceedings under Ontario securities law against Hawkins based on, but not limited to, the facts set out in Part III of the Settlement Agreement, as well as the breach of the Settlement Agreement.

32. If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or an Order in the form attached as Schedule “A” is not made by the Commission, each of Staff and Hawkins will be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of the allegations in the Notice of Hearing and Statement of Allegations, unaffected by this Settlement Agreement or the settlement negotiations.

33. Whether or not this Settlement Agreement is approved by the Commission, Hawkins agrees that he will not, in any proceeding, refer to or rely upon this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as the basis for any allegation against the Commission of lack of jurisdiction, bias, appearance of bias, unfairness, or any other remedy or challenge that may otherwise be available.

IX. DISCLOSURE OF AGREEMENT

34. The terms of this Settlement Agreement will be treated as confidential by all parties hereto until approved by the Commission, and forever if, for any reason whatsoever, this Settlement Agreement is not approved by the Commission, except with the written consent of both Hawkins and Staff or as may be required by law.

35. Any obligations of confidentiality shall terminate upon approval of this Settlement Agreement by the Commission.

X. EXECUTION OF SETTLEMENT AGREEMENT

36. This Settlement Agreement may be signed in one or more counterparts which together shall constitute a binding agreement.

37. A facsimile copy of any signature shall be effective as an original signature.

Dated this _"3"___day of November, 2005.

"Thomas McRae"_____ _"Warren Hawkins"_________________
Witness Warren Hawkins

_"Michael Watson"_________________
Staff of the Ontario Securities Commission
Per: "Michael Watson"
Director, Enforcement Branch

3.1.5 Andrew Currah et al.

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

AND

ANDREW CURRAH, COLIN HALANEN,
JOSEPH DAMM, NICHOLAS WEIR,
PENNY CURRAH AND WARREN HAWKINS

SETTLEMENT AGREEMENT

I. INTRODUCTION

1. By Notice of Hearing dated October 27, 2005, the Ontario Securities Commission (the "Commission") announced that it proposed to hold a hearing to consider whether, pursuant to section 127 of the *Securities Act,* R.S.O. 1990, c. S.5 (the "*Act*"), it is in the public interest for the Commission to make an order approving the settlement agreement entered into between Staff of the Commission and the respondent Joseph Damm ("Damm").

II. JOINT SETTLEMENT RECOMMENDATION

2. Staff of the Commission ("Staff") recommend settlement with Damm (also referred to hereafter as the "Respondent") in accordance with the terms and conditions set out below. The Respondent agrees to the settlement on the basis of the facts set out in Part III herein and consents to the making of an Order in the form attached as Schedule "A" on the basis of the facts set out in Part III herein.

3. The terms of this settlement agreement, including the attached Schedule "A" (collectively, the "Settlement Agreement") will be released to the public only if and when the Settlement Agreement is approved by the Commission.

III. AGREED FACTS

(i) Background

4. Findore Minerals Inc. ("Findore") is an Ontario junior resource company that was listed on the Canadian Dealing Network ("CDN") on October 5, 1987. At all material times, Findore's common shares traded over-the-counter and were quoted on the CDN. Although Findore changed its name to Cantex Energy Inc. on December 17, 1997, the company will be referred to herein as Findore.

5. The respondent Damm is 68 years old. He has been a registered representative for 32 years. He has not previously been subject to disciplinary proceedings before the Commission.

6. At all material times, Damm was employed as a registered representative at Research Capital Corporation ("Research Capital"). He shared a registered representative code with the respondent Warren Hawkins ("Hawkins").

7. Research Capital was approved by the CDN as a market maker for Findore shares. Damm and Hawkins acted on Research Capital's behalf by posting bids and offers on the CDN as market makers for Findore on behalf of Research Capital's clients.

8. Damm and Hawkins did not use a Research Capital inventory account to meet the trading obligations that arose from posting bids and offers in respect of Findore's shares.

(ii) Trading in Findore shares by certain account holders at Research Capital

9. The respondents Andrew Currah, Nicholas Weir ("Weir") and Colin Halanen ("Halanen") were promoters of Findore's shares.

10. Andrew Currah held the following positions with Findore: President of Findore in the period between November 1994 and July 1997; secretary of Findore from September 1997 to December 1997; and director of Findore from November 1994 to December 1997. After December 1997, Andrew Currah remained closely involved in the affairs of Findore and worked from the same business premises as Findore.

11. Between June 1996 and September 1997, Halanen was a director and the treasurer of Findore. After September 1997, Halanen continued to work closely with, and in the same offices as, Andrew Currah and Findore.

12. Between December 1997 and September 1998, Weir was the secretary-treasurer of Findore. Weir worked closely with, and in the same offices as, Andrew Currah, Halanen and Findore.

13. Damm (together with his partner Hawkins) was the registered representative for 7 brokerage accounts for Andrew Currah, Weir, Halanen and companies for whose brokerage accounts those individuals exclusively directed trading. Andrew Currah, Weir and Halanen (both individually and through their respective corporate trading), are collectively referred to herein as the "Currah Group".

14. In the period between July 1997 and December 1998, the Currah Group deposited share certificates representing at least 988,883 Findore common shares into accounts at Research Capital.

15. In the period between July 1997 and December 1998, the Currah Group made 2000 trades in Findore shares in their accounts at Research Capital, using Damm and/or Hawkins as their registered representatives.

16. Damm was aware of the level of trading in Findore shares by the Currah Group, and of their close business relationship to Findore. Damm was further aware that the deposits of treasury shares into Currah Group accounts supported the Currah Group's trading activities. Damm was also aware that the Currah Group was allowing debit balances to accumulate in cash accounts at Research Capital, and that Findore's shares were not marginable.

17. In addition, Damm was personally involved as registered representative for at least 7 cross trades in Findore shares between accounts of the Currah Group held at Research Capital (the "Cross Trades"). Of those Cross Trades, 3 created an uptick in the market price of Findore's common shares. In addition, Damm was involved as registered representative for at least 1 purchase of Findore common shares by a Currah Group account from an outside broker, which resulted in an uptick in the price for Findore shares. These trades, all of which were reported on the CDN, contributed to a misleading appearance as to the trading volume and/or market price of Findore shares.

(ii) Market Making Activities

18. On a daily basis, the Currah Group provided trading instructions which formed the primary basis for Damm and Hawkins' market making activities, including setting the bid and offer prices for Findore's shares. Occasionally, the bid and/or offer prices would come from another Research Capital client.

19. Shares held in brokerage accounts of the Currah Group were used to meet the trading obligations that arose from posting bids and offers in respect of Findore's shares. Damm did not enter into loan agreements with the Currah Group in order to obtain access to their Findore shares for market making purposes, nor did he insist that members of the Currah Group surrender their trading authority in respect of those shares.

20. In his role as a market maker on behalf of Research Capital, Damm had an obligation to maintain reasonable liquidity for Findore's shares by making firm bids or offers for Findore's shares, as necessary to operate an orderly market for Findore's shares. As a market maker, Damm only had an obligation to fill orders for one board lot of Findore's shares at the bid or offer price. In addition, Damm was obliged to be fully independent from the issuer and promoters.

21. Damm was subject to the Rules of the Canadian Dealing Network, which specified that:

(a) accessing the CDN for the purpose of market making in a CDN security was restricted to market makers that had been approved by the Board of the CDN;

(b) disclosure was required by market makers of any direct or indirect association, dealings or arrangements with any promoter, insider, associate or affiliate of the issuer of the CDN security or with the issuer itself;

(c) approved market makers shall not use or knowingly participate in the use of any manipulative or deceptive methods of trading in connection with the purchase or sale of a CDN security that creates or may create a false or misleading appearance of trading activity or an artificial price for a CDN security.

22. By surrendering his market making function to the Currah Group and other clients and participating in the Currah Group's manipulative trading activity, Damm breached the foregoing CDN Rules.

(iv) Market Price of Findore's Shares

23. In June 1997, prior to the commencement of the respondents' trading activity described above, the common shares of Findore had been trading in the range of $0.10 to $0.14 per share. Trading in Findore's shares became very active, as reported on the CDN, in the latter part of July 1997 and by September 26, 1997, the share price reached $1.92. The stock peaked on April 3, 1998 at a high of $2.30 per share. The reported Findore share price stayed above $1.00 per share through to the fall of 1998, before declining markedly to its June 1997 levels in 1999. The trading described above contributed to price fluctuations for Findore shares.

24. In the period between July 1997 and December 1998, the Currah Group accounted for more than 30 percent of the market activity for Findore's shares.

IV. THE RESPONDENT'S POSITION

25. While not denying his own misconduct, the Respondent states that he did not receive any negative comment from the back-office, credit or compliance departments at Research Capital pertaining to the facts described in Part III above. The Respondent paid fifty percent of his commissions to Research Capital to compensate Research Capital for the use of its back-office, credit and compliance facilities. The Respondent does not accept responsibility for any lack of vigilance on the part of Research Capital.

26. The Respondent has never been the subject of any prior disciplinary proceeding.

27. The Respondent states that he had health and personal problems which, together with his age, made him less attentive to the trading in issue and contributed to his misconduct.

V. CONDUCT CONTRARY TO THE PUBLIC INTEREST

28. By making the market making facilities of Research Capital available to the Currah Group in the manner described in paragraphs 19 to 23, and in failing to ensure that the market making activity that he was conducting was independent of the issuer and promoter, Damm acted contrary to the public interest.

29. Damm ought to have known that the trades described in paragraphs 16 and 18, combined with the role that the Currah Group played in Damm's market making activities, would or may create a misleading appearance as to market activity for Findore shares or as to the price of those shares.

30. Damm benefited financially from the trading by the Currah Group, by personally receiving commissions of at least $100,000.00 (net of any amount that was paid to Research Capital by Damm).

31. Damm's conduct was contrary to the public interest.

VI. TERMS OF SETTLEMENT

32. Damm agrees to the following terms of settlement, pursuant to s. 127(1) of the Act:

(a) Damm shall surrender his registration with the Commission immediately upon approval of this Settlement Agreement;

(b) Damm shall not reapply to the Commission for registration, in any capacity, at any time in the future;

(c) Damm shall pay costs to the Commission of its investigation, pursuant to s. 127.1 of the Act, in the amount of $15,000.00

(d) Damm will cooperate with Staff in its investigation of trading in Findore shares, including testifying as a witness for Staff at any proceedings commenced by Staff before the Commission, the Ontario Court of Justice or the Ontario Superior Court.

VII. STAFF COMMITMENT

33. If this Settlement Agreement is approved by the Commission, Staff will not initiate any proceeding under Ontario securities law in respect of any conduct or alleged conduct of Damm in relation to the facts set out in Part III of this Settlement Agreement, subject to the provisions of paragraph 29 below.

VIII. PROCEDURE FOR APPROVAL OF SETTLEMENT

34. Approval of this Settlement Agreement shall be sought at a hearing of the Commission on a date agreed to by counsel for Staff and Damm.

35. Staff and Damm may refer to any part, or all, of the Settlement Agreement at the Settlement Hearing. Staff and Damm also agree that if this Settlement Agreement is approved by the Commission, it will constitute the entirety of the evidence to be submitted respecting Damm in this matter, and Damm agrees to waive his rights to a full hearing, judicial review or appeal of the matter under the Act.

36. Staff and Damm agree that if this Settlement Agreement is approved by the Commission, neither Staff nor Damm will make any public statement inconsistent with this Settlement Agreement.

37. If this Settlement Agreement is approved by the Commission and, at any subsequent time, Damm fails to honour any of the Terms of Settlement set out in Part VI herein, Staff reserve the right to bring proceedings under Ontario securities law against Damm based on, but not limited to, the facts set out in Part III of the Settlement Agreement, as well as the breach of the Settlement Agreement.

38. If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or an Order in the form attached as Schedule “A” is not made by the Commission, each of Staff and Damm will be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of the allegations in the Notice of Hearing and Statement of Allegations, unaffected by this Settlement Agreement or the settlement negotiations.

39. Whether or not this Settlement Agreement is approved by the Commission, Damm agrees that he will not, in any proceeding, refer to or rely upon this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as the basis for any allegation against the Commission of lack of jurisdiction, bias, appearance of bias, unfairness, or any other remedy or challenge that may otherwise be available.

IX. DISCLOSURE OF AGREEMENT

40. The terms of this Settlement Agreement will be treated as confidential by all parties hereto until approved by the Commission, and forever if, for any reason whatsoever, this Settlement Agreement is not approved by the Commission, except with the written consent of both Damm and Staff or as may be required by law.

41. Any obligations of confidentiality shall terminate upon approval of this Settlement Agreement by the Commission.

X. EXECUTION OF SETTLEMENT AGREEMENT

42. This Settlement Agreement may be signed in one or more counterparts which together shall constitute a binding agreement.

43. A facsimile copy of any signature shall be effective as an original signature.

Dated this 27th day of October, 2005.

“M. Whitney”
Witness

”Joseph Damm”
Joseph Damm

”Michael Watson”
Staff of the Ontario Securities Commission
Per: “Michael Watson”
Director, Enforcement Branch

Schedule A

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

AND

ANDREW CURRAH, COLIN HALANEN,
JOSEPH DAMM, NICHOLAS WEIR,
PENNY CURRAH AND WARREN HAWKINS

ORDER

WHEREAS on July 23, 2004, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the *Securities Act* (the "Act") in respect of trading in the shares of Findore Minerals Inc.;

AND WHEREAS Joseph Damm ("Damm") entered into a settlement agreement dated October 14, 2005 (the "Settlement Agreement") in relation to the matters set out in the Amended Statement of Allegations;

AND WHEREAS the Commission issued a Notice of Hearing dated October 28, 2005 setting out that it proposed to consider the Settlement Agreement;

AND WHEREAS, in addition to the terms of the order below, Damm has undertaken never to re-apply for registration or recognition of any kind under Ontario securities law;

UPON reviewing the Settlement Agreement, the Notice of Hearing, the Statement of Allegations, and upon considering submissions from counsel for Damm and from Staff of the Commission;

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

IT IS HEREBY ORDERED THAT

1. The Settlement Agreement attached to this Order is approved;

2. Damm's registration under Ontario securities law is hereby terminated;

3. Damm shall pay the sum of $15,000.00 towards the costs of Staff's investigation into the matters set out in the Statement of Allegations.

Dated at Toronto, Ontario this   day of October, 2005

______________   ______________

____

Chapter 4

Cease Trading Orders

4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke
Green Environmental Technologies Inc.	08 Nov 05	18 Nov 05	18 Nov 05	
Wastecorp. International Investments Inc.	08 Nov 05	21 Nov 05	21 Nov 05	

4.2.1 Temporary, Permanent & Rescinding Management 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
Novelis Inc.	18 Nov 05	01 Dec 05			
Rex Diamond Mining Corporation	04 Jul 05	15 Jul 05	15 Jul 05	21 Nov 05	
Toxin Alert Inc.	07 Nov 05	18 Nov 05	18 Nov 05		

4.2.2 Outstanding 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
ACE/Security Laminates Corporation	06 Sept 05	19 Sept 05	19 Sept 05		
Argus Corporation Limited	25 May 04	03 Jun 04	03 Jun 04		
Canadex Resources Limited	04 Oct 05	17 Oct 05	17 Oct 05		
Fareport Capital Inc.	13 Sept 05	26 Sept 05	26 Sept 05		
Hip Interactive Corp.	04 Jul 05	15 Jul 05	15 Jul 05		
Hollinger Canadian Newspapers, Limited Partnership	21 May 04	01 Jun 04	01 Jun 04		
Hollinger Inc.	18 May 04	01 Jun 04	01 Jun 04		
Hollinger International	18 May 04	01 Jun 04	01 Jun 04		
Kinross Gold Corporation	01 Apr 05	14 Apr 05	14 Apr 05		
Novelis Inc.	18 Nov 05	01 Dec 05			
Rex Diamond Mining Corporation	04 Jul 05	15 Jul 05	15 Jul 05	21 Nov 05	
Straight Forward Marketing Corporation	02 Nov 05	15 Nov 05	15 Nov 05		
Toxin Alert Inc.	07 Nov 05	18 Nov 05	18 Nov 05		

This page intentionally left blank

Chapter 6

Request for Comments

6.1.1 Request for Comment - Notice of Proposed Amendments to NI 31-101 National Registration System and NP 31-201 National Registration System

REQUEST FOR COMMENT

NOTICE OF PROPOSED AMENDMENTS TO
NATIONAL INSTRUMENT 31-101 ─ *NATIONAL REGISTRATION SYSTEM*
AND TO
NATIONAL POLICY 31-201 ─ *NATIONAL REGISTRATION SYSTEM*

Introduction

The Canadian Securities Administrators (the **CSA** or **we**) are publishing for comment proposed amendments to National Instrument 31-101 ─ *National Registration System* (**NI 31-101**) and to National Policy 31-201 ─ *National Registration System* (**NP 31-201**).

NI 31-101 and NP 31-201 are currently in force in all Canadian jurisdictions. The National Registration System (**NRS**) may be used by investment dealers, advisers, mutual fund dealers and their sponsored individuals in connection with their application for initial registration, amendments to registration or reinstatement of registration or for approval or review of certain sponsored individuals.

The purpose of the NRS is to improve the registration system through a mutual reliance process. Principles of mutual reliance are applied to the analysis of registration applications or applications for approval or review of investment dealers, advisers and mutual fund dealers and their sponsored individuals in order to reduce unnecessary duplication in the analysis of applications made in multiple jurisdictions or in subsequent jurisdictions.

Substance and Purpose of Proposed Amendments

Section 3.2(4) of NP 31-201 lists factors a firm filer should consider when selecting its principal regulator. In the CSA Staff Notice 31-308 issued on April 22, 2005 (the **Notice**), we indicated that the appropriate principal regulator will normally be the jurisdiction in which the firm's head office is located. If the firm selects a different jurisdiction as its principal regulator, the regulators will seek further information from the firm to substantiate the firm's decision.

Unless there are compelling reasons for the firm's principal regulator to be in a different jurisdiction, the regulators will exercise their discretion as described in section 3.3 of NP 31-201 to designate the jurisdiction in which the firm's head office is located as the firm's principal regulator.

The substance and purpose of the proposed amendments to NI 31-101 and NP 31-201 are to require that a firm filer select as its principal regulator the local securities regulatory authority or regulator in the jurisdiction where the filer's head office is located. In exceptional circumstances, factors other than the firm's head office may be considered when the firm filer applies for a change of principal regulator, as provided in the proposed amendment to section 3.3 of NP 31-201.

The proposed amendments are consistent with the selection of an issuer's principal regulator under:

- National Policy 43-201 ─ *Mutual Reliance Review System for Prospectuses and Annual Information Forms*, and

- Multilateral Instrument 11-101 ─ *Principal Regulator System*.

Summary of Proposed Amendments

The proposed amendments revise NI 31-101 and NP 31-201 to require that a firm filer select as its principal regulator the local securities regulatory authority or regulator in the jurisdiction where the filer's head office is located.

Authority for Proposed Amendments

In Ontario, paragraph 143(1)1 of the *Securities Act* (Ontario) (the **Ontario Act**) authorizes the Ontario Securities Commission (the **Ontario Commission**) to make rules prescribing requirements in respect of applications for registration and the renewal, amendment, expiration or surrender of registration. Paragraph 143(1)2 of the Ontario Act authorizes the Ontario Commission to make rules prescribing conditions of registration or other requirements for registrants or any category or subcategory of registrant.

Unpublished Materials

In proposing the amendments to NI 31-101 and NP 31-201, the Ontario Commission has not relied on any significant unpublished study, report or other written materials.

Alternatives Considered

The Ontario Commission did not consider any alternatives to the proposed amendments to NI 31-101 and NP 31-201.

Anticipated Costs and Benefits

It is anticipated that the proposed amendments to NI 31-101 and NP 31-201 will reduce the time and costs of a firm filer associated with determining its principal regulator.

Comments

Interested parties are invited to make written submissions with respect to these proposed amendments. Submissions received by March 1, 2006 will be considered. If you are not sending your submissions by e-mail, please include a diskette or CD containing your submission (in Windows format, Word).

Submissions should be addressed to all of the CSA members listed below:

Autorité des marches financiers
Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission
Saskatchewan Financial Services Commission

It is not necessary to send your comments separately to all CSA members. Please send them to the following people. CSA staff will ensure they are sent to the other CSA members.

c/o John Stevenson
Secretary to the Commission
Ontario Securities Commission
20 Queen Street West, Suite 1903, Box 55 Toronto, ON M5H 3S8
Fax: (416) 593-2318
e-mail: jstevenson@osc.gov.on.ca

c/o Me Anne-Marie Beaudoin
Directrice du Secrétariat
Autorité des marchés financiers
Tour de la Bourse
800, Square Victoria
C.P. 246
Montréal (Québec) H4Z 1G3
Fax : (514) 864-8381
e-mail consultation-en-cours@lautorite.qc.ca

We cannot keep submissions confidential because securities legislation in certain provinces requires that a summary of the written submissions received during the comment period be published.

Questions

Please refer your questions to any of:

Jim Wahl
Manager, Registration & Compliance
Alberta Securities Commission
4th Floor, 300 - 5th Avenue S.W.
Calgary, AB T2P 3C4
Direct: (403) 297-4281
Fax: (403) 297-4113
E-mail: jim.wahl@seccom.ab.ca

Sandy Jakab
Manager-Policy
Capital Markets Regulation
British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 - West Georgia Street
Vancouver, BC V7Y 1L2
Direct: (604) 899-6869
Fax: (604) 899-6814
E-mail: sjakab@bcsc.bc.ca

Douglas R. Brown
General Counsel &
Director - Legal, Enforcement & Registration
The Manitoba Securities Commission
1130 - 405 Broadway
Winnipeg, MB R3C 3L6
Direct: (204) 945-0605
Fax: (204) 945-0330
E-mail: doubrown@gov.mb.ca

Andrew Nicholson
Director Market Regulation
New Brunswick Securities Commission
606 - 133 Prince William Street
Saint John, NB E2L 2B5
Direct: (506) 658-3021
Fax: (506) 658-3059
E-mail: andrew.nicholson@nbsc-cvmb.ca

Douglas J. Connolly
Director of Financial Services Regulation
Financial Services Regulation Division
Department of Government Services
Government of Newfoundland and Labrador
2nd Floor, West Block
Confederation Building
P.O. Box 8700
St. John's, NL A1B 4J6
Direct: (709) 729-2954
Fax: (709) 729-6187
E-mail: dconnolly@gov.nl.ca

Brian W. Murphy
Deputy Director, Capital Markets
Nova Scotia Securities Commission
Joseph Howe Building
2nd Floor, P.O. Box 458
Halifax, Nova Scotia B3J 2P8
Direct: (902) 424-4592
Fax: (902) 424-4625
E-mail: murphybw@gov.ns.ca

David M. Gilkes, BA, MA, CFE
Manager, Registrant Regulation
Capital Markets Branch
Ontario Securities Commission
18th Floor, 20 Queen Street West
Toronto, ON M5H 3S8
Direct: (416) 593-8104
Fax: (416) 593-8240
E-mail: dgilkes@osc.gov.on.ca

Mark Gallant
Registrar of Securities
PEI Securities Division
Office of the Attorney General
P.O. Box 2000
95 Rochford Street
4th Floor, Shaw Building
Charlottetown, PE C1A 7N8
Direct: (902) 368-4552
Fax: (902) 368-5283
E-mail: mlgallant@gov.pe.ca

Maryse Pineault
Directrice des pratiques de distribution
Autorité des marchés financiers
800 square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, QC H4Z 1G3
Direct: (514) 940-2199 ext. 4781
Fax: (514) 864-7854
E-mail: maryse.pineault@lautorite.qc.ca

Dean Murrison
Deputy Director, Legal/Registration
Securities Division
Saskatchewan Financial Services Commission
6th Floor, 1919 Saskatchewan Drive
REGINA SK S4P 3V7
Tel: 306 787-5879
Fax: 306 787-5899
E-mail: dmurrison@sfsc.gov.sk.ca

Gary Crowe
Registrar of Securities
Legal Registries Division, Department of Justice
Government of Nunavut
P.O. Box 1000, STN 570
1st Floor, Brown Building
Iqaluit, NU X0A 0H0
Direct: (867) 975-6586
Fax: (867) 975-6594
E-mail: gcrowe@gov.nu.ca

M. Richard Roberts
Manager, Corporate Affairs
Registrar of Securities
Corporate Affairs / Community Services
Government of Yukon
P.O. Box 2703
2134 Second Avenue
Whitehorse, YT Y1A 5H6
Direct: (867) 667-5225
Fax: (867) 393-6251
E-mail: richard.roberts@gov.yk.ca

The text of the proposed amendments follow or can be found elsewhere on a CSA member website.

November 25, 2005

AMENDMENTS TO NATIONAL INSTRUMENT 31-101
NATIONAL REGISTRATION SYSTEM

PART 1 AMENDMENTS TO NATIONAL INSTRUMENT 31-101

1.1 National Instrument 31-101 *National Registration System* is amended by this Instrument.

1.2 Paragraph (a) of the definition of "principal regulator" is repealed and the following is substituted:

> "for a firm filer, the securities regulatory authority or regulator of the jurisdiction in which the firm filer's head office is located;"

1.3 Section 2.3 is repealed and the following is substituted: "If a firm filer changes its head office to another jurisdiction, the firm filer must immediately notify its principal regulator of such change by submitting a completed Form 31-101F2."

1.4 Item 3 of Form 31-101F1 is repealed and the following is substituted:

> "3. Reasons for Designation of Principal Regulator
>
> State here the location of firm filer's head office."

1.5 Form 31-101F2 is amended

(a) Item 1 of the General Instructions is repealed and replaced by the following:

> 1. The Form must be submitted by a firm filer to notify its principal regulator if a firm filer changes its head office to another jurisdiction."

(b) Item 2 by striking out "the factors considered by the firm filer to determine the jurisdiction with which the firm filer has the most significant connection" and substituting "the head office".

PART 2 EFFECTIVE DATE

2.1 This Instrument is effective June 1, 2006.

AMENDMENTS TO NATIONAL POLICY 31-201
NATIONAL REGISTRATION SYSTEM

PART 1 AMENDMENTS

1.1 National Policy 31-201 is amended by deleting sections 3.2, 3.3 and 3.4 and substituting the following:

3.2. Designation of Principal Regulator

(1) The firm filer must select as its principal regulator the securities regulatory authority or regulator of the jurisdiction in which the firm filer's head office is located.

(2) The principal regulator for an individual filer is the securities regulatory authority or the regulator of the jurisdiction in which the individual filer's working office is located.

3.3. Change of principal regulator applied for by filer

(1) A filer may apply for a change of principal regulator if it believes that its principal regulator is not the appropriate principal regulator. However, a change of a firm filer's principal regulator based on factors other than the head office criterion set out in section 3.2 (1) will generally not be permitted unless exceptional circumstances justify the change. The factors that may be considered in assessing an application for a change of a filer's principal regulator are:

(a) location of management,

(b) operational headquarters,

(c) business office,

(d) workforce, and

(e) clientele.

(2) If a filer applies for a change of its principal regulator, the application should be submitted in paper form to the principal regulator and the requested regulator at least thirty days in advance of any filing of materials under NRS to permit adequate time for staff of the relevant securities regulatory authorities to consider and resolve the application. If the application is not resolved before the date of any filing of materials, the principal regulator will continue to act as principal regulator for that filing, and the change requested, if granted, will relate to materials filed after the issuance of the final MRRS decision document.

3.4. Change of Principal Regulator - by the Regulators

(1) The securities regulatory authorities and regulators may change the principal regulator designated by the filer where the securities regulatory authorities and regulators determine that changing the principal regulator of a filer would result in greater administrative and regulatory efficiencies in connection with the filer's registration or approval.

(2) If the securities regulatory authorities and regulators propose to change a filer's principal regulator, the principal regulator will notify the filer in writing of the proposed change and will identify the reasons for the proposed change .

3.5. Effect of Change of Principal Regulator

Unless otherwise consented to by the principal regulator and the redesignated principal regulator, a change of principal regulator pursuant to sections 3.3 and 3.4 will take effect immediately. Requirements applicable to the filer will change accordingly, subject to the temporary exemption contained in section 3.2 of NI 31-101 for the benefit of registered filers.

PART 2 EFFECTIVE DATE

2.1. These amendments come into force on June 1, 2006.

This page intentionally left blank

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 SecuritiesScource (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	# of Purchasers	Issuer/Security	Total Pur. Price ($)	# of Securities Distributed
10/28/2005	11	Adex Mining Inc. - Debentures	480,000.00	480,000.00
11/09/2005	8	Adsero Corp. - Receipts	2,000,000.00	4,000,000.00
10/24/2005	1	Alexandria Minerals Corporation - Units	150,000.00	2,500.00
10/01/2005	1	Altairis Investments - Units	240,000.00	735.00
11/09/2005	8	American Insulock Inc. - Units	26,400.00	440,000.00
11/03/2005	21	Anatolia Minerals Development Limited - Common Shares	12,055,120.00	7,894,800.00
11/09/2005	27	Apogee Minerals Ltd. - Units	1,498,915.51	4,051,123.00
10/18/2005	20	Arbour Energy Inc, - Preferred Shares	1,333,650.55	987,889.00
10/27/2005	100	Arsenal Energy Inc. - Units	6,168,800.00	3,855,500.00
10/28/2005	19	Augen Limited Partnership 2005 - Limited Partnership Units	465,000.00	4,650.00
11/08/2005	7	Blue Note Metals Inc. - Units	228,100.00	912,400.00
11/01/2005	91	Bow Valley Energy Ltd. - Common Shares	21,805,000.00	N/A
06/15/2005	60	Caldwell New York Limited Partnership - Limited Partnership Units	6,061,700.00	570,720.00
10/31/2005	79	Calibre Energy Inc. - Units	7,724,450.00	16,435,000.00
10/28/2005	99	Cloudbreak Resources Ltd. - Units	973,600.00	9,736,000.00
10/27/2005 to 11/01/2005	2	Colorado Interstate Gas Company - Notes	3,509,100.00	3,507,415.63
11/15/2005	2	Compton Petroleum Corporation - Notes	4,733,510.88	4,733,511.00
11/09/2005	1	Credit Suisse First Boston (USA) Inc. - Stock Option	1,056,904.20	25,000.00
11/03/2005	34	Crosshair Exploration & Mining Corp. - Common Shares	6,682,000.00	8,977,500.00
11/03/2005	7	Crosshair Exploration & Mining Corp. - Flow-Through Shares	4,000,000.00	4,000,000.00
11/08/2005	8	CrossOff Incorporated - Debentures	1,185,185.00	11,185,185.00
10/14/2005 to 11/14/2005	34	Currency Capital Corp. - Common Shares	128,000.00	32,000.00
11/03/2005	9	David Tonken - Notes	575,000.00	575,000.00
10/31/2005	1	DynaMotive Energy Systems Corporation - Common Shares	430,560.00	736,000.00
11/02/2005	119	Esperanza Silver Corporation - Units	3,396,000.00	5,660,000.00
11/02/2005	128	Eurasian Minerals Inc. - Units	4,550,000.00	3,500,000.00
10/26/2005 to 10/31/2005	59	Exile Resources Inc. - Flow-Through Shares	817,793.70	2,725,979.00

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price ($)	# of Securities Distributed
10/15/2004 to 05/16/2005	6	Fidelity Canadian Bond Trust - Units	2,400,492.33	N/A
10/15/2004 to 05/16/2005	8	Fidelity Canadian Core Equity Trust - Units	52,720,188.65	N/A
11/30/2004	13	Fidelity Canadian International Growth Trust - Units	10,676,521.47	N/A
11/30/0204 to 09/15/2005	6	Fidelity Select American Equity Total Market Trust - Units	695,234.28	N/A
10/15/2004 to 05/16/2005	7	Fidelity Select International Equity Trust - Units	252,755,464.73	N/A
10/31/2005	28	Forsys Metals Corp. - Common Share Purchase Warrant	10,524,915.00	4,576,050.00
10/31/2005	6	Gladiator Absolute Return Canadian Equity Fund - Units	1,106,597.83	108,979.00
10/31/2005	1	Gladiator Limited Partnership - Limited Partnership Interest	50,000.00	54,069,103.00
11/04/2005	156	Golden Valley Mines Ltd. - Units	1,168,950.00	3,896,500.00
11/03/2005	9	Gregory Matthews - Notes	575,000.00	575,000.00
10/31/2005 to 11/04/2005	1	IPC Holdings, Ltd. - Common Shares	2,323,321.88	13,820,000.00
11/14/2005	1	IRF European Finance Investments Ltd. - Units	717,660.00	100,000.00
11/08/2005	69	Kaboose Inc. - Receipts	10,000,000.00	10,000,000.00
10/31/2005	1	Kingwest Avenue Portfolio - Units	21,177.00	781.00
11/02/2005	11	Laramide Resources Ltd. - Units	1,400,000.00	400,000.00
11/10/2005	54	LUX Investor Limited Partnership - Limited Partnership Units	30,000,000.00	1,000.00
11/10/2005	1	LUX Operating Limited Partnership - Limited Partnership Units	29,000,000.00	1,000.00
11/10/2005	1	Luxell Technologies Inc. - Warrants	0.00	1,722,800.00
11/02/2005	94	Magnum Uranium Corp. - Units	2,500,000.00	5,000,000.00
10/27/2005	8	Mavrix Resource Fund 2005- II Limited Partnership - Limited Partnership Units	185,000.00	18,500.00
11/15/2005	8	Mondial Energy Inc. - Common Shares	325,000.00	325,000.00
11/17/2005	2	North American Oil Sands Corporation - Common Shares	32,499,984.00	10,733,334.00
11/03/2005	35	Northern Star Mining Corp. - Flow-Through Shares	6,999,999.40	4,075,000.00
11/04/2005	3	O'Donnell Emerging Companies Fund - Units	146,500.00	19,850.00
11/08/2005	3	Polar Bear Software Corporation - Debentures	7,500,000.00	7,500,000.00
11/04/2005	146	Protox Therapeutics Inc. - Units	4,545,800.00	9,091,600.00
11/10/2005	181	Pure Energy Services Ltd. - Common Shares	12,000,000.00	10,000,000.00
11/04/2005	4	Randgold Resources Limited - Common Shares	6,276,550.00	395,000.00
11/09/2005	69	Redcliffe Energy Ltd. - Common Shares	5,755,000.00	575,500.00
11/02/2005	2	Regis Resources Inc. - Flow-Through Shares	300,000.00	2,500,000.00
11/04/2005	13	Rhone 2005 Oil & Gas Strategic Limited Partnership - Limited Partnership Units	1,895,000.00	75,800.00

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price ($)	# of Securities Distributed
10/11/2005	14	Rhone 2005 Oil & Gas Strategic Limited Partnership - Limited Partnership Units	2,111,000.00	84,440.00
10/21/2005	14	Rhone 2005 Oil & Gas Strategic Limited Partnership - Limited Partnership Units	1,466,000.00	58,640.00
10/26/2005	10	Rhone 2005 Oil & Gas Strategic Limited Partnership - Limited Partnership Units	825,000.00	30,000.00
11/14/2005	6	Silver Spruce Resources Inc. - Common Shares	150,000.00	750,000.00
06/23/2005 to 08/22/2005	9	Sonami Communications Inc. - Common Shares	240,000.00	300,000.00
10/31/2005	1	Sprott Foundation Unit Trust - Trust Units	11,500.00	298.39
10/20/2005	33	Stornoway Diamond Corporation - Common Shares	8,400,000.00	7,000,000.00
11/15/2005	25	Surge Global Energy (Canada) Ltd. - Common Shares	8,551,265.00	8,550,000.00
11/15/2005	9	Surge Global Energy (Canada) Ltd. - Common Shares	1,126,265.00	12,650,000.00
10/31/2005	3	TD Harbour Capital Balanced Fund - Trust Units	4,850,325.25	43,555.00
10/31/2005	1	TD Harbour Capital Canadian Balanced Fund - Trust Units	500,000.00	3,598.00
10/19/2005	17	Terex Resources Inc. - Common Shares	280,700.00	4,010,000.00
11/16/2005	3	The Governing Council of The University of Toronto - Debentures	75,000,000.00	75,000,000.00
08/04/2005 to 11/07/2005	11	The Rosseau Resort Developments Inc. - Units	4,611,504.00	11.00
11/01/2005	1	Transition Therapeutics Inc. - Common Shares	1,400,000.00	2,000,000.00
11/08/2005	1	Treat Systems Inc. - Common Shares	25,000.00	100,000.00
11/03/2005	7	Twin Mining Corporation - Flow-Through Shares	177,900.16	954,168.00
11/01/2005	18	United Bolero Development Corp. - Non Flow-Through Shares	189,000.00	945,000.00
10/31/2005	10	Van Arbor Canadian Advantage Fund - Units	185,692.43	N/A
07/11/2005	1	Vanquish Oil & Gas Corporation - Common Shares	30,000.00	25,000.00
10/31/2005	3	Vertex Balanced Fund - Trust Units	79,577.00	13,549.00
10/31/2005	19	Vertex Fund - Trust Units	656,091.00	54,053.00
11/15/2005 to 11/23/2005	3	VSS Communications Parallel Partners IV, L.P. - Limited Partnership Interest	19,400,101.00	16,254,797.00
10/24/2005	1	Wellspring Capital Partners IV, L.P. - Limited Partnership Interest	118,870,000.00	N/A
10/28/2005	15	XPEL Technologies Corp. - Units	733,407.75	977,877.00
11/04/2005	12	Xtivity Inc. - Common Shares	289,605.00	19,307.00
11/04/2005 to 11/09/2005	2	Zephyr Alternative Power Inc. - Debentures	30,000.00	2.00

This page intentionally left blank

Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:
Aurizon Mines Ltd.
Principal Regulator - British Columbia
Type and Date:
Preliminary Short Form Prospectus dated November 16, 2005
Mutual Reliance Review System Receipt dated November 16, 2005
Offering Price and Description:
$27,000,000.00 - 20,000,000 Common Shares Price: $1.35 per Offered Share
Underwriter(s) or Distributor(s):
Dundee Securities Corporation
National Bank Financial Inc.
BMO Nesbitt Burns Inc.
Orion Securities Inc.
Wellington West Capital Markets Inc.
Promoter(s):
-
Project #856712

Issuer Name:
Connacher Oil and Gas Limited
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated November 17, 2005
Mutual Reliance Review System Receipt dated November 17, 2005
Offering Price and Description:
$15,000,000.00 - 5,000,000 Flow-Through Shares Price: $3.00 per Share
Underwriter(s) or Distributor(s):
GMP Securities Ltd.
TD Securities Inc.
Jennings Capital Inc.
Raymond James Ltd.
Bolder Investment Partners Ltd.
Octagon Capital Corporation
Salman Partners Inc.
Dominick & Dominick Securities Inc.
Promoter(s):
-
Project #857330

Issuer Name:
iUnits Dividend Index Fund
iUnits Income Trust Sector Index Fund
iUnits Materials Sector Index Fund
iUnits Real Return Bond Index Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Prospectus dated November 18, 2005
Mutual Reliance Review System Receipt dated November 22, 2005
Offering Price and Description:
Units at Net Asset Value
Underwriter(s) or Distributor(s):
Barclays Global Investors Canada Limited
Promoter(s):
-
Project #858728

Issuer Name:
Merrill Lynch Financial Assets Inc.
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form PREP Prospectus dated November 16, 2005
Mutual Reliance Review System Receipt dated November 16, 2005
Offering Price and Description:
$471,385,000.00 (Approximate) - Commercial Mortgage Pass-Through Certificates, Series 2005-Canada 17
Underwriter(s) or Distributor(s):
Merrill Lynch Canada Inc.
Promoter(s):
-
Project #856527

Issuer Name:
Orezone Resources Inc.
Principal Regulator - Ontario
Type and Date:
Preliminary Short Form Prospectus dated November 21, 2005
Mutual Reliance Review System Receipt dated November 21, 2005
Offering Price and Description:
$ * - * Common Shares Price: $ * per Common Share
Underwriter(s) or Distributor(s):
BMO Nesbitt Burns Inc.
Canaccord Capital Corporation
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Promoter(s):
-
Project #858006

Issuer Name:
Petrofund Energy Trust
Principal Regulator - Alberta
Type and Date:
Preliminary Short Form Prospectus dated November 18, 2005
Mutual Reliance Review System Receipt dated November 18, 2005
Offering Price and Description:
$225,000,000.00 - 11,250,000 Subscription Receipts, each representing the right to receive one trust unit Price: $20.00 per Subscription Receipt
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
National Bank Financial Inc.
Scotia Capital Inc.
RBC Dominion Securities Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
Canacord Capital Corporation
FirstEnergy Capital Corp.
GMP Securities Ltd.
Raymond James Ltd.
Blackmont Capital Inc.
Sprott Securities Inc.
Tristone Capital Inc.
Promoter(s):
-
Project #857858

Issuer Name:
QCM Income Fund
Principal Regulator - Quebec
Type and Date:
Amended and Restated Preliminary Prospectus dated November 16, 2005
Mutual Reliance Review System Receipt dated November 17, 2005
Offering Price and Description:
$ * - * Units Price: $10.00 per Unit
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
Scotia Capital Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Desjardins Securities Inc.
Laurentian Bank Securities Inc.
Promoter(s):
168754 Canada Inc.
Project #853374

Issuer Name:
RBC U.S. Equity Currency Neutral Fund
RBC U.S. Mid-Cap Equity Currency Neutral Fund
Principal Regulator - Ontario
Type and Date:
Preliminary Simplified Prospectuses dated November 16, 2005
Mutual Reliance Review System Receipt dated November 17, 2005
Offering Price and Description:
Series A and F Units
Underwriter(s) or Distributor(s):
Royal Mutual Funds Inc.
Royal Mutual Funds Inc.
Promoter(s):
RBC Asset Management Inc.
Project #856737

Issuer Name:
Redstone Capital Corp.
Principal Regulator - British Columbia
Type and Date:
Preliminary CPC Prospectus dated November 17, 2005
Mutual Reliance Review System Receipt dated November 18, 2005
Offering Price and Description:
$250,000.00 - 1,000,000 Common Shares Price: $0.25 per Common Share
Underwriter(s) or Distributor(s):
Haywood Securities Inc.
Promoter(s):
Quest Capital Corp.
Project #857821

Issuer Name:
Uranium Participation Corporation
Principal Regulator - Ontario
Type and Date:
Preliminary Prospectus dated November 16, 2005
Mutual Reliance Review System Receipt dated November 16, 2005
Offering Price and Description:
$ * - * Common Shares Price: $ * per Common Share
Underwriter(s) or Distributor(s):
Sprott Securities Inc.
Promoter(s):
E. Peter Farmer
James R. Anderson
Project #856557

Issuer Name:
Uranium Participation Corporation
Principal Regulator - Ontario
Type and Date:
Amended and Restated Preliminary Prospectus dated November 17, 2005
Mutual Reliance Review System Receipt dated November 18, 2005
Offering Price and Description:
$45,000,000.00 - 7,500,000 Common Shares Price: $ 6.00 per Share
Underwriter(s) or Distributor(s):
Sprott Securities Inc.
Dundee Securities Corporation
CIBC World Markets Inc.
National Bank Financial Inc.
Scotia Capital Inc.
TD Securities Inc.
Promoter(s):
E. Peter Farmer
James R. Anderson
Project #856557

Issuer Name:
Vital Resources Corp.
Principal Regulator - British Columbia
Type and Date:
Preliminary Prospectus dated November 16, 2005
Mutual Reliance Review System Receipt dated November 16, 2005
Offering Price and Description:
MINIMUM OFFERING OF 750,000 COMMON SHARES; MAXIMUM OFFERING OF 2,250,000 COMMON SHARES PRICE: $0.20 PER COMMON SHARE AND 6,670,000 COMMON SHARES ISSUABLE UPON THE EXERCISE OF 6,670,000 PREVIOUSLY ISSUED SPECIAL WARRANTS
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #856898

Issuer Name:
Mutual Fun Series, Series D, Series F and Series O Units of:
AGF Elements Balanced Portfolio
AGF Elements Conservative Portfolio
AGF Elements Global Portfolio
AGF Elements Growth Portfolio
AGF Elements Yield Portfolio
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated November 21, 2005
Mutual Reliance Review System Receipt dated November 22, 2005
Offering Price and Description:
Mutual fund trust units at net asset value
Underwriter(s) or Distributor(s):
-
Promoter(s):
AGF Funds Inc.
Project #833920

Issuer Name:
CHIP Mortgage Trust
Principal Regulator - Ontario
Type and Date:
Final Short Form Base Shelf Prospectus dated November 18, 2005
Mutual Reliance Review System Receipt dated November 18, 2005
Offering Price and Description:
$600,000,000.00 - Medium Term Notes (secured)
Underwriter(s) or Distributor(s):
RBC Dominion Securities Inc.
Scotia Capital Inc.
Promoter(s):
-
Project #852708

Issuer Name:
Diplomat Balanced Portfolio
Diplomat Growth Portfolio
Diplomat Maximum Growth Portfolio
Principal Regulator - Ontario
Type and Date:
Final Simplified Prospectuses dated November 17, 2005
Mutual Reliance Review System Receipt dated November 18, 2005
Offering Price and Description:
Mutual Fund Trust units at Net Asset Value
Underwriter(s) or Distributor(s):
-
Promoter(s):
NBF EMISSARY TURNKEY SOLUTION LP
Project #839456

Issuer Name:
EnerVest Diversified Income Trust
Principal Regulator - Alberta
Type and Date:
Final Short Form Prospectus dated November 15, 2005
Mutual Reliance Review System Receipt dated November 17, 2005
Offering Price and Description:
$25,000,000.00 Minimum (3,459,757 Units)
Underwriter(s) or Distributor(s):
GMP Securities Ltd.
Promoter(s):
-
Project #840676

Issuer Name:
Enervest FTS Limited Partnership 2005
Principal Regulator - Alberta
Type and Date:
Final Prospectus dated November 17, 2005
Mutual Reliance Review System Receipt dated November 17, 2005
Offering Price and Description:
Maximum: 600,000 Limited Partnership Units @ $25 per Unit = $15,000,000.00;
Minimum: 200,000 Limited Partnership Units @ $25 per Unit = $5,000,000.00
Underwriter(s) or Distributor(s):
GMP Securities Ltd.
Raymond James Ltd.
Blackmont Capital Inc.
Canaccord Capital Corporation
Acumen Capital Finance Partners Limited
Promoter(s):
EnerVest 2005 General Partner Corp.
EnerVEst Management Ltd.
Project #844570

Issuer Name:
FNX Mining Company Inc.
Principal Regulator - Ontario
Type and Date:
Final Short Form Prospectus dated November 16, 2005
Mutual Reliance Review System Receipt dated November 17, 2005
Offering Price and Description:
$102,000,000.00 - 7,500,000 Common Shares Price $13.60 per Offered Share
Underwriter(s) or Distributor(s):
GMP Securities Ltd.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
Dundee Securities Corporation
Orion Securities Inc.
Toll Cross Securities Inc.
Promoter(s):
-
Project #851097

Issuer Name:
Medmira Inc.
Principal Regulator - Alberta
Type and Date:
Final Prospectus dated November 21, 2005
Mutual Reliance Review System Receipt dated November 22, 2005
Offering Price and Description:
Up to $10,000,000.00 of Common Shares
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #838647

Issuer Name:
Ritchie Bros. Auctioneers Incorporated
Principal Regulator - British Columbia
Type and Date:
Final Short Form MJDS Prospectus dated November 16, 2005
Mutual Reliance Review System Receipt dated November 16, 2005
Offering Price and Description:
US$86,521,737.00 - 2,173,913 Common Shares Price US$ 39.80
Underwriter(s) or Distributor(s):
Raymond James Ltd.
BMO Nesbitt Burns Inc.
Scotia Capital Inc.
CIBC World Markets Inc.
Sprott Securities Inc.
Blackmont Capital Inc.
Promoter(s):
-
Project #851307

Issuer Name:
Sherritt International Corporation
Principal Regulator - Ontario
Type and Date:
Final Short Form Base Shelf Prospectus dated November 21, 2005
Mutual Reliance Review System Receipt dated November 21, 2005
Offering Price and Description:
$500,000,000.00 - Senior Debentures (Unsecured)
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #847843

Issuer Name:
Shore Gold Inc.
Principal Regulator - Saskatchewan
Type and Date:
Final Short Form Prospectus dated November 21, 2005
Mutual Reliance Review System Receipt dated November 22, 2005
Offering Price and Description:
$120,050,000.00 - 17,150,000 Common Shares Price: $7.00 per Common Share
Underwriter(s) or Distributor(s):
Genuity Capital Markets Inc.
GMP Securities Ltd.
Orion Securities Inc.
Wellington West Capital Markets Inc.
Westwind Partners Inc.
Loewen, Ondaatje, McCutcheon Limited
Research Capital Corporation
Promoter(s):
-
Project #853977

Issuer Name:
Taos Capital Inc.
Principal Regulator - Quebec
Type and Date:
Final Prospectus dated November 18, 2005
Mutual Reliance Review System Receipt dated November 18, 2005
Offering Price and Description:
$400,000.00 - 1,600,000 Common Shares Price $0.25 per Common Share
Underwriter(s) or Distributor(s):
Canaccord Capital Corporation
Union Securities Ltd.
Promoter(s):
Louis G. Plourde
Project #813014

Issuer Name:
TransAlta Corporation
Principal Regulator - Alberta
Type and Date:
Final Short Form Base Shelf Prospectus dated November 14, 2005
Mutual Reliance Review System Receipt dated November 16, 2005
Offering Price and Description:
$1,000,000,000.00 - Medium Term Note Debentures (Unsecured)
Underwriter(s) or Distributor(s):
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
HSBC Securities (Canada) Inc.
National Bank Financial Inc.
TD Securities Inc.
Merrill Lynch Canada Inc.
Promoter(s):
-
Project #848305

Issuer Name:
Ur-Energy Inc.
Principal Regulator - Ontario
Type and Date:
Final Prospectus dated November 17, 2005
Mutual Reliance Review System Receipt dated November 18, 2005
Offering Price and Description:
$10,000,000.00 - through the issuance of 8,000,000 Common Shares Price: $1.25 per Common Share
Underwriter(s) or Distributor(s):
Raymond James Ltd.
Canaccord Capital Corporation
Haywood Securities Inc.
Promoter(s):
Robin B. Dow
Project #838365

Issuer Name:
Vasogen Inc.
Type and Date:
Final Short Form Base Shelf Prospectus dated November 18, 2005
Receipted on November 18, 2005
Offering Price and Description:
25,000,000 Common Shares
Underwriter(s) or Distributor(s):
-
Promoter(s):
-
Project #849919

Issuer Name:
Versacold Income Fund
Principal Regulator - British Columbia
Type and Date:
Final Short Form Prospectus dated November 17, 2005
Mutual Reliance Review System Receipt dated November 18, 2005
Offering Price and Description:
$22,500,000.00 - 3,000,000 Subscription Receipts each representing the right to receive one Trust Unit; and $100,000,000.00 - 7.00% Extendible Convertible Unsecured Subordinated Debentures
Underwriter(s) or Distributor(s):
Scotia Capital Inc.
TD Securities Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
Raymond James Ltd.
Promoter(s):
-
Project #850009

Issuer Name:
Norrep Opportunities Corp. - Norrep Global Small Capitalization Class
Norrep Opportunities Corp. - Norrep Income and Growth Class
Norrep Opportunities Corp. - U.S. Norrep Microcap Class
Principal Regulator – Alberta
Type and Date:
Preliminary Simplified Prospectuses dated November 22nd, 2005
Mutual Reliance Review System Receipt dated November 22, 2005
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
Norrep

Project
858677

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	IMPAX FUNDS MANAGEMENT INC.	Investment Counsel & Portfolio Manager	November 22, 2005
New Registration	Hemisphere Capital Management Inc.	Extra-Provincial Investment Counsel & Portfolio Manager	November 21, 2005
Change in Category	BMO Harris Investment Management Inc.	From: Investment Counsel & Portfolio Manager & Commodity Trading Counsel & Commodity Trading Manager To: Investment Counsel & Portfolio Manager and Commodity Trading Counsel & Commodity Trading Manager and Limited Market Dealer	November 17, 2005

This page intentionally left blank

Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 MFDA Issues Notice of Hearing regarding Glenn Murray Greyeyes

MFDA ISSUES NOTICE OF HEARING REGARDING GLENN MURRAY GREYEYES

November 17, 2005 (Toronto, Ontario) - The Mutual Fund Dealers Association of Canada ("MFDA") today announced that it has commenced disciplinary proceedings against Glenn Murray Greyeyes.

MFDA staff alleges in its Notice of Hearing that Mr. Greyeyes engaged in the following conduct contrary to the By-laws, Rules or Policies of the MFDA.

Allegation: Between May 2001 and June 2004, Mr. Greyeyes engaged in a series of loan transactions whereby he borrowed monies totaling $243,000, more or less, from two of his mutual fund clients, thereby:

(a) placing his personal interests above those of his clients and giving rise to a conflict of interest, contrary to MFDA Rule 2.1.4, and;

(b) engaging in conduct unbecoming an approved person, contrary to MFDA Rule 2.1.1.

The first appearance in this matter will take place by teleconference before a Hearing Panel of the Regional Council of the Prairie Region of the MFDA in the Hearing Room located at #2330, 355 – 4th Avenue, S.W., Calgary, Alberta on Thursday, January 12, 2006 at 12:00 noon (MST) or as soon thereafter as can be held.

The purpose of the first appearance is to schedule the date for the commencement of the hearing on its merits and to schedule any other procedural matters.

The hearing is open to the public, except as may be required for the protection of confidential matters. Members of the public attending the hearing will be able to listen to the proceeding by teleconference.

A copy of the Notice of Hearing is available on the MFDA web site at www.mfda.ca.

The Mutual Fund Dealers Association of Canada is the self-regulatory organization for Canadian mutual fund dealers. The MFDA regulates the operations, standards of practice and business conduct of its 178 members and their approximately 75,000 representatives with a mandate to protect investors and the public interest.

For further information, please contact:
Shaun Devlin
Vice-President, Enforcement
(416) 943-4672 or sdevlin@mfda.ca

This page intentionally left blank

Chapter 25

Other Information

25.1 Securities

25.1.1 Release from Escrow

RELEASE FROM ESCROW			
COMPANY NAME	DATE	NO. AND TYPE OF SHARES	ADDITIONAL INFORMATION
Croesus Gold Mines	November 22, 2005	84,592 common shares	

This page intentionally left blank

Index

@rgentum Management and Research Corporation
News Release ... 9430

1248136 Ontario Limited
Notice of Hearing ... 9427
News Release ... 9431
Notice from the Office of the Secretary ... 9436

ACE/Security Laminates Corporation
Cease Trading Order ... 9525

Argus Corporation Limited
Cease Trading Order ... 9525

Atkinson, Peter Y.
Notice from the Office of the Secretary ... 9435

Bank of Nova Scotia
MRRS Decision ... 9473

Barclays Canada Funds
MRRS Decision ... 9466

Barclays Global Investors Canada Limited
MRRS Decision ... 9466

Black, Conrad M.
Notice from the Office of the Secretary ... 9435

BMO Harris Investment Management Inc.
Change in Category ... 9613

Boughton, Marvin
News Release ... 9434

Boultbee, John A.
Notice from the Office of the Secretary ... 9435

Brascan Corporation
MRRS Decision ... 9443

Canadex Resources Limited
Cease Trading Order ... 9525

Canadian Fundamental 100 Income Fund
MRRS Decision ... 9457

Capital First Venture Fund Inc.
News Release ... 9433

Ciavarella, Michael
News Release ... 9434

Computershare Trust Company
MRRS Decision ... 9473

Cornell Capital Partners, LP
MRRS Decision ... 9469

Croesus Gold Mines
Release from Escrow ... 9617

CSA Staff Notice 81-315 - FAQ on NI 81-106 Investment Fund Continuous Disclosure
Notice ... 9417

Currah Penny
Notice ... 9416
Notice from the Office of the Secretary ... 9437
Order - s. 127 ... 9490
Order - s. 127 ... 9491
Order - s. 127 ... 9492
Order - s. 127 ... 9493
OSC Decisions, Orders and Rulings ... 9503
OSC Decisions, Orders and Rulings ... 9509
OSC Decisions, Orders and Rulings ... 9515
OSC Decisions, Orders and Rulings ... 9520

Currah, Andrew
Notice ... 9416
News Release ... 9432
Notice from the Office of the Secretary ... 9437
Order - s. 127 ... 9490
Order - s. 127 ... 9491
Order - s. 127 ... 9492
Order - s. 127 ... 9493
OSC Decisions, Orders and Rulings ... 9503
OSC Decisions, Orders and Rulings ... 9509
OSC Decisions, Orders and Rulings ... 9515
OSC Decisions, Orders and Rulings ... 9520

DaimlerChrysler Canada Finance Inc.
MRRS Decision ... 9442

Damm, Joseph
Notice ... 9416
News Release ... 9432
Notice from the Office of the Secretary ... 9437
Order - s. 127 ... 9490
Order - s. 127 ... 9491
Order - s. 127 ... 9492
Order - s. 127 ... 9493
OSC Decisions, Orders and Rulings ... 9503
OSC Decisions, Orders and Rulings ... 9509
OSC Decisions, Orders and Rulings ... 9515
OSC Decisions, Orders and Rulings ... 9520

DMP Canadian Dividend Class
MRRS Decision ... 9449

DMP Canadian Value Class
MRRS Decision ... 9449

DMP Focus+ Equity Class
MRRS Decision 9449

DMP Global Value Class
MRRS Decision 9449

DMP Power Canadian Growth Class
MRRS Decision 9449

DMP Power Global Growth Class
MRRS Decision 9449

Duke Energy
MRRS Decision 9439

Duke Energy Canada Exchangeco Inc.
MRRS Decision 9439

E2 Venture Fund Inc.
News Release 9433

Fareport Capital Inc.
Cease Trading Order 9525

Firestar Capital Management Corp.
News Release 9434

Firestar Investment Management Group
News Release 9434

First Asset/Blackrock North American Dividend Achievers Trust
MRRS Decision 9452

Fracassi, Allen
News Release 9434

Fracassi, Philip
News Release 9434

Frontier Pacific Mining Corporation
Order - s. 83.1(1) 9487

Fulcrum Financial Group Inc.
Notice from the Office of the Secretary 9436
Order - s. 127(1) 9486

Goodman & Company, Investment Counsel Ltd.
MRRS Decision 9449

Green Environmental Technologies Inc.
Cease Trading Order 9525

Greyeyes, Glenn Murray
SRO Notices and Disciplinary Proceedings 9615

Griffiths McBurney L.P.
MRRS Decision 9483

Halanen, Colin
Notice 9416
News Release 9432
Notice from the Office of the Secretary 9437
Order - s. 127 9490
Order - s. 127 9491
Order - s. 127 9492
Order - s. 127 9493
OSC Decisions, Orders and Rulings 9503
OSC Decisions, Orders and Rulings 9509
OSC Decisions, Orders and Rulings 9515
OSC Decisions, Orders and Rulings 9520

Hawkins, Warren
Notice 9416
News Release 9432
Notice from the Office of the Secretary 9437
Order - s. 127 9490
Order - s. 127 9491
Order - s. 127 9492
Order - s. 127 9493
OSC Decisions, Orders and Rulings 9503
OSC Decisions, Orders and Rulings 9509
OSC Decisions, Orders and Rulings 9515
OSC Decisions, Orders and Rulings 9520

Hemisphere Capital Management Inc.
New Registration 9613

Hip Interactive Corp.
Cease Trading Order 9525

Hoey, Graham
News Release 9434

Hollinger Canadian Newspapers, Limited Partnership
Cease Trading Order 9525

Hollinger Inc.
Cease Trading Order 9525

Hollinger Inc.
Notice from the Office of the Secretary 9435

Hollinger International
Cease Trading Order 9525

IMPAX FUNDS MANAGEMENT INC.
New Registration 9613

Kamposse Financial Corp.
News Release 9434

Kinross Gold Corporation
Cease Trading Order 9525

Livingston International Income Fund
MRRS Decision 9464

Lodge at Kananaskis Limited Partnership, The
Notice of Hearing 9423
News Release 9430
News Release 9432
Notice from the Office of the Secretary 9435
Notice from the Office of the Secretary 9437
Order - s. 127 9489
OSC Decisions, Orders and Rulings 9497

MedMira Inc.
MRRS Decision 9469

Mega-C Power Corporation,
Notice of Hearing 9427
News Release 9431
Notice from the Office of the Secretary 9436

Mitton, Michael
News Release 9434

Molson Coors Brewing Company
MRRS Decision 9459

Molson Coors Capital Finance ULC
MRRS Decision 9459

Mountain Inn at Ribbon Creek Limited Partnership, The
Notice of Hearing 9423
News Release 9430
News Release 9432
Notice from the Office of the Secretary 9435
Notice from the Office of the Secretary 9437
Order - s. 127 9489
OSC Decisions, Orders and Rulings 9497

National Instrument 31-101 – National Registration System
Notice 9415
Request for Comment 9527

National Policy 31-201 – National Registration System
Notice 9415
Request for Comment 9527

New Generation Biotech (Balanced) Fund Inc.
News Release 9433

New Millenium Venture Fund Inc.
News Release 9433

Novelis Inc.
Cease Trading Order 9525

Novelis Inc.
Cease Trading Order 9525

Pardo, Rene
Notice of Hearing 9427
News Release 9431
Notice from the Office of the Secretary 9436

PBB Global Logistics Income Fund
MRRS Decision 9464

Pennington, John
Notice of Hearing 9423
News Release 9430
News Release 9432
Notice from the Office of the Secretary 9435
Notice from the Office of the Secretary 9437
Order - s. 127 9489
OSC Decisions, Orders and Rulings 9497

Philip Services Corp.
News Release 9434

Prime Dividend Corp.
MRRS Decision 9446

Primerica International RSP Aggressive Growth Portfolio Fund
MRRS Decision 9453

Quellos Fund Services, LLC
Order - s. 218 of the Regulation 9494

Radler, F. David
Notice from the Office of the Secretary 9435

Rex Diamond Mining Corporation
Cease Trading Order 9525

Rex Diamond Mining Corporation
Cease Trading Order 9525

Rogers, William L.
Notice from the Office of the Secretary 9436
Order - s. 127(1) 9486

Secured Life Ventures Inc.
Notice from the Office of the Secretary 9436
Order - s. 127(1) 9486

Soule, Colin
News Release 9434

Straight Forward Marketing Corporation
Cease Trading Order 9525

Taylor Jr., Lewis
Notice of Hearing 9427
News Release 9431
Notice from the Office of the Secretary 9436

Taylor Sr., Lewis
Notice of Hearing 9427
News Release 9431
Notice from the Office of the Secretary 9436

Taylor, Colin
Notice of Hearing 9427
News Release 9431
Notice from the Office of the Secretary 9436

Taylor, Jared
Notice of Hearing 9427
News Release... 9431
Notice from the Office of the Secretary 9436

Terasen Pipelines
Decision - s. 83 9478

Torex Retail Canada Corp.
Decision - s. 83 9456

Toxin Alert Inc.
Cease Trading Order 9525

Triax Growth Fund Inc.
News Release... 9433

Usling, Gary
Notice of Hearing 9427
News Release... 9431
Notice from the Office of the Secretary 9436

Value Partners Investments Inc.
MRRS Decision... 9479

Van Dyk, Troy
Notice from the Office of the Secretary 9436
Order - s. 127(1) 9486

Venture Partners Balanced Fund Inc.
News Release... 9433

Verbeek, Brian Peter
News Release... 9431

Wastecorp. International Investments Inc.
Cease Trading Order 9525

Waxman, Robert
News Release... 9434

Weir, Nicholas
Notice.. 9416
Notice from the Office of the Secretary 9437
Order - s. 127.. 9490
Order - s. 127.. 9491
Order - s. 127.. 9492
Order - s. 127.. 9493
OSC Decisions, Orders and Rulings..................... 9503
OSC Decisions, Orders and Rulings..................... 9509
OSC Decisions, Orders and Rulings..................... 9515
OSC Decisions, Orders and Rulings..................... 9520

Woodcroft, John
News Release... 9434

Zephyr Alternative Power Inc.
Notice from the Office of the Secretary 9436
Order - s. 127(1) 9486