

DIALOGUE WITH THE OSC 2007

ONTARIO SECURITIES COMMISSION



Tuesday, November 27, 2007

Metro Toronto Convention Centre, North Building

KEYNOTE SPEAKER

David Wilson, Chair, Ontario Securities Commission

GUEST SPEAKERS

Arthur Levitt, Former Chairman, U.S. Securities and Exchange Commission

Linda Chatman Thomsen, Director of Enforcement, U.S. Securities and Exchange Commission

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OSC

The Ontario Securities Commission

OSC Bulletin

November 23, 2007

Volume 30, Issue 47

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

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Chapter 1

Notices / News Releases

1.1 Notices

SCHEDULED OSC HEARINGS

1.1.1 Current Proceedings Before The Ontario Securities Commission

NOVEMBER 23, 2007

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
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Patrick J. LeSage	—	PJL
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Robert L. Shirriff, Q.C.	—	RLS
Suresh Thakrar, FIBC	—	ST
Wendell S. Wigle, Q.C.	—	WSW

November 28,
2007

11:00 a.m.

Borealis International Inc., Synergy Group (2000) Inc., Integrated Business Concepts Inc., Canavista Corporate Services Inc., Canavista Financial Center Inc., Shane Smith, Andrew Lloyd, Paul Lloyd, Vince Villanti, Larry Haliday, Jean Breau, Joy Statham, David Prentice, Len Zielke, John Stephan, Ray Murphy, Alexander Poole, Derek Grigor and Earl Switenky

s. 127 and 127.1

Y. Chisholm in attendance for Staff

Panel: WSW/DLK

November 29,
2007

2:30 p.m.

David Watson, Nathan Rogers, Amy Giles, John Sparrow, Leasesmart, Inc., Advanced Growing Systems, Inc., Pharm Control Ltd., The Bighub.com, Inc., Universal Seismic Associates Inc., Pocketop Corporation, Asia Telecom Ltd., International Energy Ltd., Cambridge Resources Corporation, Nutrione Corporation and Select American Transfer Co.

s. 127 and 127.1

P. Foy in attendance for Staff

Panel: JEAT/ST

November 29,
2007

2:30 p.m.

Stanton De Freitas

s. 127 and 127.1

P. Foy in attendance for Staff

Panel: JEAT/ST

<p>December 3, 2007 8:30 a.m.</p>	<p>Land Banc of Canada Inc., LBC Midland I Corporation, Fresno Securities Inc., Richard Jason Dolan, Marco Lorenti and Stephen Zeff Freedman</p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: PJJ/ST</p>	<p>December 14, 2007 10:00 a.m.</p>	<p>Saxon Financial Services, Saxon Consultants, Ltd., International Monetary Services, FXBridge Technology, Meisner Corporation, Merchant Capital Markets, S.A., Merchant Capital Markets, MerchantMarx et al</p> <p>s. 127(1) & (5)</p> <p>S. Horgan in attendance for Staff</p> <p>Panel: JEAT</p>
<p>December 5, 2007 10:00 a.m.</p>	<p>Imagin Diagnostic Centres Inc., Patrick J. Rooney, Cynthia Jordan, Allan McCaffrey, Michael Shumacher, Christopher Smith, Melvyn Harris and Michael Zelyony</p> <p>s. 127 and 127.1</p> <p>H. Craig in attendance for Staff</p> <p>Panel: JEAT</p>	<p>December 18, 2007 10:00 a.m.</p>	<p>Al-Tar Energy Corp., Alberta Energy Corp., Eric O'Brien, Bill Daniels, Bill Jakes, John Andrews, Julian Sylvester, Michael N. Whale, James S. Lushington, Ian W. Small, Tim Burton and Jim Hennesy</p> <p>s. 127(1) & (5)</p> <p>Sean Horgan in attendance for Staff</p> <p>Panel: RLS/ST</p>
<p>December 6, 2007 10:00 a.m.</p>	<p>FactorCorp Inc., FactorCorp Financial Inc. and Mark Twerdun</p> <p>s. 127</p> <p>M. Mackewn in attendance for Staff</p> <p>Panel: RLS/ST</p>	<p>January 7, 2008 10:00 a.m.</p>	<p>*Philip Services Corp. and Robert Waxman</p> <p>s. 127</p> <p>K. Manarin/M. Adams in attendance for Staff</p> <p>Panel: JEAT/MCH</p> <p>Colin Soule settled November 25, 2005</p> <p>Allen Fracassi, Philip Fracassi, Marvin Boughton, Graham Hoey and John Woodcroft settled March 3, 2006</p> <p>* Notice of Withdrawal issued April 26, 2007</p>
<p>December 10, 2007 10:00 a.m.</p>	<p>Rex Diamond Mining Corporation, Serge Muller and Benoit Holemans</p> <p>s. 127 & 127(1)</p> <p>H. Craig in attendance for Staff</p> <p>Panel: WSW/KJK/DLK</p>	<p>December 11, 2007 2:30 p.m.</p>	<p>Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boulbee and Peter Y. Atkinson</p> <p>s.127</p> <p>J. Superina in attendance for Staff</p> <p>Panel: LER/MCH</p>
		<p>January 16, 2008 10:00 a.m.</p>	<p>Jose Castaneda</p> <p>s. 127 and 127.1</p> <p>H. Craig in attendance for Staff</p> <p>Panel: WSW/ST</p>

January 22, 2008 2:30 p.m.	Global Partners Capital, WS Net Solution, Inc., Hau Wai Cheung, Christine Pan, Gurdip Singh Gahunia	May 5, 2008 10:00 a.m.	John Illidge, Patricia McLean, David Cathcart, Stafford Kelley and Devendranauth Misir
	s. 127 S. Horgan in attendance for Staff Panel: JEAT		S. 127 & 127.1 I. Smith in attendance for Staff Panel: TBA
January 22, 2008 3:00 p.m.	Sulja Bros. Building Supplies, Ltd. (Nevada), Sulja Bros. Building Supplies Ltd., Kore International Management Inc., Petar Vucicevich and Andrew DeVries	May 5, 2008 10:00 a.m.	Norshield Asset Management (Canada) Ltd., Olympus United Group Inc., John Xanthoudakis, Dale Smith and Peter Kefalas
	s. 127 & 127.1 J. S. Angus in attendance for Staff Panel: JEAT/ST		s.127 P. Foy in attendance for Staff Panel: TBA
March 31, 2008 10:00 a.m.	Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton	November 3, 2008 10:00 a.m.	Rene Pardo, Gary Usling, Lewis Taylor Sr., Lewis Taylor Jr., Jared Taylor, Colin Taylor and 1248136 Ontario Limited
	s. 127 H. Craig in attendance for Staff Panel: TBA		s. 127 E. Cole in attendance for Staff Panel: TBA
April 2, 2008 10:00 a.m.	Peter Sabourin, W. Jeffrey Haver, Greg Irwin, Patrick Keaveney, Shane Smith, Andrew Lloyd, Sandra Delahaye, Sabourin and Sun Inc., Sabourin and Sun (BVI) Inc., Sabourin and Sun Group of Companies Inc., Camdeton Trading Ltd. and Camdeton Trading S.A.	TBA	Yama Abdullah Yaqeen
	s. 127 and 127.1 Y. Chisholm in attendance for Staff Panel: TBA		s. 8(2) J. Superina in attendance for Staff Panel: TBA
April 7, 2008 2:30 p.m.	Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown-Rodrigues)	TBA	Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell
	s.127 and 127.1 D. Ferris in attendance for Staff Panel: TBA		s. 127 J. Waechter in attendance for Staff Panel: TBA
			Frank Dunn, Douglas Beatty, Michael Gologly
			s.127 K. Daniels in attendance for Staff Panel: TBA

TBA **Shane Suman and Monie Rahman**

s. 127 & 127(1)

K. Daniels in attendance for Staff

Panel: TBA

TBA **Merax Resource Management Ltd. carrying on business as Crown Capital Partners, Richard Mellon and Alex Elin**

s. 127

S. Horgan in attendance for Staff

Panel: TBA

TBA **Limelight Entertainment Inc., Carlos A. Da Silva, David C. Campbell, Jacob Moore and Joseph Daniels**

s. 127 and 127.1

D. Ferris in attendance for Staff

Panel: JEAT/ST

1.1.2 **OSC Staff Notice 11-737 (Revised) - Securities Advisory Committee - Vacancies (Previous versions published September 17, 2004 and July 15, 2005)**

**OSC STAFF NOTICE 11-737 (REVISED)
SECURITIES ADVISORY COMMITTEE - VACANCIES**

**(Previous versions published
September 17, 2004 and July 15, 2005)**

The Commission formally established the Securities Advisory Committee to the Commission ("SAC") many years ago. SAC meets on a regular basis, generally monthly, and provides advice to the Commission and staff on a variety of matters including legislative and policy initiatives and capital markets trends. SAC also provides advice and comments on legal, regulatory and market implications of any aspect of Commission rules, policies, operations, and administration. In addition, SAC is expected to provide general advisory services to the Commission and staff on an informal basis relating to emerging trends in the marketplace. SAC is asked to report to the Commission at least annually on its work over the previous year and identify issues that SAC considers should be addressed by the Commission.

The Commission is now looking for five prospective candidates (four Ontario lawyers and 1 U.S. lawyer) to serve on SAC for a two-year term beginning in February 2008.

Those who make a commitment to serve on SAC must be in a position to devote the time necessary to attend meetings, be an active participant, and undertake the work involved, which sometimes must be dealt with on an urgent basis. SAC members must have an excellent knowledge of the legislation and policies for which the Commission is responsible, and have significant practice experience in the securities area. Expertise in an area of special interest to the Commission at the time an appointment is made will also be a factor in selection. SAC members are expected to have excellent technical abilities and a strong interest in the development of securities regulatory policy. The Prospective candidates are encouraged to review OSC Policy 11-601 for further information about SAC.

Individual practitioners, with the support of their firms, are invited to apply in writing for membership on SAC to the Office of the General Counsel of the Commission, indicating areas of practice and relevant experience.

SAC's membership currently consists of thirteen Ontario solicitors practising in the area of securities law plus one U.S. securities lawyer. The present members of SAC are:

Michael Bennett
Blaney McMurtry LLP

Mark Convery
Ogilvy Renault LLP

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

Andrew Stuart Netherwood Rankin

Portus Alternative Asset Management Inc., Portus Asset Management Inc., Boaz Manor, Michael Mendelson, Michael Labanowich and John Ogg

Maitland Capital Ltd., Allen Grossman, Hanouch Ulfan, Leonard Waddingham, Ron Garner, Gord Valde, Marianne Hyacinthe, Diana Cassidy, Ron Catone, Steven Lanys, Roger McKenzie, Tom Mezinski, William Rouse and Jason Snow

Euston Capital Corporation and George Schwartz

Andrew Foley
Paul, Weiss, Rifkind, Wharton & Garrison LLP

Carol Hansell
Davies Ward Phillips & Vineberg LLP

Leslie Ann Johnson
Blake, Cassels & Graydon LLP

Robert Karp
Torys LLP

Lonnie Kirsh
Kutkevicius Kirsh LLP

Douglas Marshall
Osler, Hoskin & Harcourt LLP

Margaret Nelligan
Aird & Berlis LLP

Jeffrey Singer
Stikeman Elliott LLP

Richard Steinberg
Fasken Martineau DuMoulin LLP

David Valentine
Blake, Cassels & Graydon LLP

Robert Vaux
Goodmans LLP

Gina Yee
Scotia Capital Inc.

The Commission is very grateful to SAC members for their able assistance and valuable input.

Applications for SAC membership will be considered if received on or before January 7, 2008. Applications should be submitted in writing to:

Monica Kowal
General Counsel
Tel: (416) 593-3653
Fax: (416) 593-3681
mkowal@osc.gov.on.ca

Ontario Securities Commission
20 Queen Street West
19th Floor, Box 55
Toronto, Ontario
M5H 3S8

November 23, 2007

**1.1.3 Notice of Extension of Commission Order –
Natural Gas Exchange Inc. Application for
Interim Exemptive Relief**

NATURAL GAS EXCHANGE INC. (NGX)

APPLICATION FOR INTERIM EXEMPTIVE RELIEF

NOTICE OF EXTENSION OF COMMISSION ORDER

NGX has submitted a formal application to the Commission for a permanent exemption (Permanent Exemption Application) from the requirement to be registered as a commodity futures exchange under section 15 of the *Commodity Futures Act* (Ontario) (CFA) and related relief. The Permanent Exemption Application is based in part on the regulatory oversight of NGX in Alberta; however the form of this oversight has not been finalized and therefore the Commission is unable to proceed with the Permanent Exemption Application at this time. In order to allow NGX to continue to carry on business in Ontario while the Permanent Exemption Application is being processed, on November 16, 2007, the Commission granted NGX a temporary extension (Extension Order) to the interim exemption it granted on November 17, 2006. The interim exemption provided relief from (i) the requirement to be recognized as a stock exchange under section 21 of the *Securities Act* (Ontario) and (ii) the requirement to be registered as a commodity futures exchange under section 15 of the CFA. In addition, the interim exemption granted certain related registration relief from section 22 of the CFA for certain Ontario based NGX participants.

The Extension Order will expire on the earlier of (i) May 17, 2008 and (ii) the date a permanent exemption order is granted by the Commission.

A copy of the Extension Order is published in Chapter 2 of this Bulletin.

1.1.4 CSA Notice 52-319 - Status of Proposed Repeal and Replacement of MI 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings

**CSA NOTICE 52-319
STATUS OF PROPOSED REPEAL AND REPLACEMENT OF
MULTILATERAL INSTRUMENT 52-109 CERTIFICATION OF DISCLOSURE
IN ISSUERS' ANNUAL AND INTERIM FILINGS**

The Canadian Securities Administrators (the CSA or we) are issuing this notice to update market participants on the status of the initiative to repeal and replace Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* and the related forms and companion policy (together, the Current Materials).

On March 30, 2007, we published for comment the following:

- National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*;
- Forms 52-109F1, 52-109FMP1, 52-109FM1, 52-109F1 – IPO/RTO, 52-109F1R, 52-109F1 – AIF, 52-109F2, 52-109F2 – IPO/RTO and 52-109F2R; and
- Companion Policy 52-109CP (together, the Proposed Materials).

The Proposed Materials were intended to repeal and replace the Current Materials.

The comment period expired on June 28, 2007. We received 53 comment letters. After extensive review and consideration of the comments received, we have decided to make significant revisions to certain aspects of the proposal. As a result, we will publish an amended version of the Proposed Materials for comment and we will not implement the Proposed Materials in final form on June 30, 2008. When we publish an amended version of the Proposed Materials for comment, we will include information relating to the expected effective date.

Among other changes, the amended version of the Proposed Materials will no longer require the CEO and the CFO of a venture issuer to certify that they have designed and evaluated the effectiveness of disclosure controls and procedures and internal control over financial reporting. The resulting certificate will be accompanied by an explanation for investors of how it differs from the full certificate required to be filed by reporting issuers other than venture issuers.

Venture issuers should be aware that the current rule remains in effect until a revised rule is adopted. However, certain jurisdictions have issued or intend to issue exemptive relief orders to permit a venture issuer to file interim and annual certificates for periods ending on or after December 31, 2007 in a form that reflects the proposed change described in the immediately preceding paragraph. A venture issuer should consult the websites of each jurisdiction in which it is a reporting issuer to determine the availability of such orders or other forms of accommodation relating to the filing of certificates under MI 52-109.

Questions

Please refer your questions to any of the following individuals:

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November 23, 2007

1.1.5 OSC Staff Notice 52-717 - Certification of Annual and Interim Filings - Venture Issuer Basic Certificates

**ONTARIO SECURITIES COMMISSION
STAFF NOTICE 52-717**

**CERTIFICATION OF ANNUAL AND INTERIM FILINGS
VENTURE ISSUER BASIC CERTIFICATES**

Purpose

On November 23, 2007, the Canadian Securities Administrators (the CSA) issued CSA Notice 52-319 *Status of Proposed Repeal and Replacement of Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings* (the CSA Notice).

The CSA issued the CSA Notice to update market participants on the status of the initiative to repeal and replace Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (MI 52-109) and the related forms and companion policy.

Staff of the Ontario Securities Commission are issuing this notice in conjunction with the CSA Notice to describe certain changes to current administrative staff practice in relation to filings by Venture Issuers (as described below) of a Basic Annual Certificate or a Basic Interim Certificate (as described below) instead of the current form of certificate required by MI 52-109.

Interpretation

In this notice,

- (a) "Basic Annual Certificate" means the annual certificate in the form set out in Appendix A to this notice;
- (b) "Basic Interim Certificate" means the interim certificate in the form set out in Appendix B to this notice; and
- (c) "Venture Issuer" means an issuer that, as at the end of the period covered by the annual or interim filings, as the case may be, did not have any of its securities listed or quoted on any of the Toronto Stock Exchange, a U.S. Marketplace (as defined in National Instrument 51-102 *Continuous Disclosure Obligations*), or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

Proposed amended certificate requirements for Venture Issuers

As described in the CSA Notice, in March 2007 the CSA published for comment proposed materials that were intended to repeal and replace the current version of MI 52-109 and the related forms and companion policy. After extensive review and consideration of the comments received, the CSA have decided to make significant revisions to certain aspects of the proposal.

Among other changes, the amended version of the proposed materials, when published for comment, will no longer include the requirement that the CEO and the CFO of a Venture Issuer certify that they have designed and evaluated the effectiveness of disclosure controls and procedures and internal control over financial reporting. The resulting certificate will be accompanied by an explanation for investors of how it differs from the full certificate required to be filed by reporting issuers other than Venture Issuers.

In view of this decision, certain members of the CSA have issued, or are expected shortly to issue, orders providing that Venture Issuers that file Basic Annual Certificates and Basic Interim Certificates for financial years and interim periods ending on or after December 31, 2007 are exempt from the requirement to file the full annual certificates and full interim certificates, as required by MI 52-109, for such years and periods, respectively.

In this notice, we describe how Ontario staff will, as an administrative matter, treat filings by Venture Issuers of Basic Certificates.

Ontario staff position relating to Venture Issuer Basic Certificates

The Commission has decided to propose the repeal of the current certificate requirement for Venture Issuers and propose instead that Venture Issuers file a Basic Annual Certificate substantially in the form set out in Appendix A or a Basic Interim Certificate substantially in the form set out in Appendix B for a financial year or interim period ending on or after December 31, 2007.

Accordingly, Commission staff have concluded that, in these circumstances, it would not be appropriate or in the public interest for staff to consider a Venture Issuer that files a Basic Annual Certificate or a Basic Interim Certificate for a financial year or interim period ending on or after December 31, 2007 to be in default under OSC Policy 51-601 *Reporting Issuer Defaults* (OSC Policy 51-601). Staff are publishing this notice since this staff position represents a departure from OSC Policy 51-601.

This staff position applies only to Venture Issuers, as described in this notice, that file a Basic Annual Certificate in the form set out in Appendix A or a Basic Interim Certificate in the form set out in Appendix B for a financial year or interim period ending on or after December 31, 2007.

Questions

Please refer your questions to any of the following individuals:

Ann Mankikar
Supervisor, Financial Examiners
(416) 593-8281
amankikar@osc.gov.on.ca

Paul Hayward
Senior Legal Counsel, Corporate Finance
(416) 593 3657
phayward@osc.gov.on.ca

Sandra Heldman
Senior Accountant, Corporate Finance
(416) 593 2355
sheldman@osc.gov.on.ca

November 23, 2007

Appendix A

CERTIFICATION OF ANNUAL FILINGS

VENTURE ISSUER BASIC CERTIFICATE

I, *<identify (i) the certifying officer, (ii) his or her position at the issuer, (iii) the name of the issuer and (iv) if the certifying officer's title is not "chief executive officer" or "chief financial officer", indicate in which of these capacities the certifying officer is providing the certificate>*, certify the following:

1. **Review:** I have reviewed the AIF, if any, annual financial statements and annual MD&A, including for greater certainty all documents and information that are incorporated by reference in the AIF (together the annual filings) of *<identify issuer>* (the issuer) for the financial year ended *<state the relevant date>*.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the annual filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the annual filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the annual financial statements together with the other financial information included in the annual filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date of and for the periods presented in the annual filings.

Date: *<insert date of filing>*

[Signature]
[Title]

<If the certifying officer's title is not "chief executive officer" or "chief financial officer", indicate in which of these capacities the certifying officer is providing the certificate.>

NOTE TO READER

In contrast to the certificate required under Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (MI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in MI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in MI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Appendix B

CERTIFICATION OF INTERIM FILINGS

VENTURE ISSUER BASIC CERTIFICATE

I, *<identify (i) the certifying officer, (ii) his or her position at the issuer, (iii) the name of the issuer and (iv) if the certifying officer's title is not "chief executive officer" or "chief financial officer", indicate in which of these capacities the certifying officer is providing the certificate>*, certify the following:

1. **Review:** I have reviewed the interim financial statements and interim MD&A (together the interim filings) of *<identify issuer>* (the issuer) for the interim period ending *<state the relevant date>*.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

Date: *<insert date of filing>*

[Signature]

[Title]

<If the certifying officer's title is not "chief executive officer" or "chief financial officer", indicate in which of these capacities the certifying officer is providing the certificate.>

NOTE TO READER

In contrast to the certificate required under Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (MI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in MI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in MI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

1.2 Notices of Hearing

1.2.1 Borealis International Inc. et al. - ss. 127, 127.1

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

AND

**BOREALIS INTERNATIONAL INC.,
SYNERGY GROUP (2000) INC.,
INTEGRATED BUSINESS CONCEPTS INC.,
CANAVISTA CORPORATE SERVICES INC.,
CANAVISTA FINANCIAL CENTER INC.,
SHANE SMITH, ANDREW LLOYD, PAUL LLOYD,
VINCE VILLANTI, LARRY HALIDAY, JEAN BREAU,
JOY STATHAM, DAVID PRENTICE, LEN ZIELKE,
JOHN STEPHAN, RAY MURPHY,
ALEXANDER POOLE, DEREK GRIGOR AND
EARL SWITENKY**

**NOTICE OF HEARING
(Sections 127 and 127.1)**

TAKE NOTICE that the Ontario Securities Commission will hold a hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), at the offices of the Commission located at 20 Queen Street West, Toronto, in the Large Hearing Room, 17th Floor, commencing on November 28, 2007, at 11:00 a.m. or as soon thereafter as the hearing can be held;

AND TAKE NOTICE that the purpose of the hearing is to consider whether:

- (a) pursuant to section 127(7) of the Act, to extend the Temporary Order made November 15, 2007;
- (b) at the conclusion of the hearing, to make an order pursuant to clause 1 of section 127(1) that the registration of Alexander Poole be terminated, suspended or restricted, or that terms and conditions be placed or continued on his registration;
- (c) at the conclusion of the hearing, to make an order pursuant to clause 2 of section 127(1) that trading in any securities by the respondents cease permanently or for such period as is specified by the Commission;
- (d) at the conclusion of the hearing, to make an order pursuant to clause 2.1 of section 127(1) that acquisition of any securities by the respondents is prohibited permanently or for such period as is specified by the Commission;

- (e) at the conclusion of the hearing, to make an order pursuant to clause 3 of section 127(1) that any exemptions contained in Ontario securities law do not apply to the respondents permanently or for such period as is specified by the Commission;
- (f) at the conclusion of the hearing, to make an order pursuant to clause 6 of section 127(1) that the respondents be reprimanded;
- (g) at the conclusion of the hearing, to make an order pursuant to clause 7 of section 127(1) that each of the individual respondents resign all positions that he or she holds as a director or officer of an issuer;
- (h) at the conclusion of the hearing, to make an order pursuant to clause 8 of section 127(1) that each of the individual respondents be prohibited from becoming or acting as a director or officer of any issuer;
- (i) at the conclusion of the hearing, to make an order pursuant to clause 8.2 of section 127(1) that the respondents be prohibited from becoming or acting as a director or officer of a registrant;
- (j) at the conclusion of the hearing, to make an order pursuant to clause 9 of section 127(1) that the respondents each pay an administrative penalty for each failure to comply with Ontario securities law;
- (k) at the conclusion of the hearing, to make an order pursuant to clause 10 of section 127(1) that the respondents each disgorge to the Commission any amounts obtained as a result of their non-compliance with Ontario securities law; and
- (l) at the conclusion of the hearing, to make an order pursuant to section 127.1 that the respondents pay the costs of the investigation and hearing.

BY REASON OF the allegations set out in the Statement of Allegations of Staff of the Commission dated November 15, 2007 and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that any party to the proceeding may be represented by counsel, if that party attends or submits evidence at the hearing;

AND TAKE FURTHER 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 15th day of November, 2007.

"John Stevenson"
Secretary to the Commission

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

AND

**BOREALIS INTERNATIONAL INC.,
SYNERGY GROUP (2000) INC.,
INTEGRATED BUSINESS CONCEPTS INC.,
CANAVISTA CORPORATE SERVICES INC.,
CANAVISTA FINANCIAL CENTER INC.,
SHANE SMITH, ANDREW LLOYD, PAUL LLOYD,
VINCE VILLANTI, LARRY HALIDAY, JEAN BREAU,
JOY STATHAM, DAVID PRENTICE, LEN ZIELKE,
JOHN STEPHAN, RAY MURPHY,
ALEXANDER POOLE, DEREK GRIGOR AND
EARL SWITENKY**

**STATEMENT OF ALLEGATIONS
OF STAFF OF THE
ONTARIO SECURITIES COMMISSION**

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

Corporate Respondents

1. Borealis International Inc. ("Borealis") is an Ontario company which was incorporated on February 16, 2007. Borealis is not a reporting issuer and has never been registered with the Commission.
2. Synergy Group (2000) Inc. ("Synergy") is an Ontario company which was incorporated on June 15, 2004. Synergy is not a reporting issuer and has never been registered with the Commission.
3. Integrated Business Concepts Inc. ("IBC") is an Ontario company which was incorporated on June 14, 1994. IBC is not a reporting issuer and has never been registered with the Commission.
4. Borealis, Synergy and IBC share the same registered address: 235 Yorkland Boulevard, Suite 202, North York, Ontario.
5. Canavista Corporate Services Inc. ("Canavista Corporate") is an Ontario company which was incorporated on September 1, 2005. Canavista Corporate is not a reporting issuer and has never been registered with the Commission.
6. Canavista Financial Center Inc. ("Canavista Financial") is an Ontario company which was incorporated on July 31, 1996. Canavista Financial is not a reporting issuer and has never been registered with the Commission.
7. Canavista Corporate and Canavista Financial share the same registered address: 311 George Street North, Peterborough, Ontario. Borealis and Synergy also have offices at this address.

Individual Respondents

8. Shane Smith ("Smith") is a resident of Peterborough, Ontario. Smith is not currently registered with the Commission.
9. Smith is a respondent in a pending Commission proceeding (the "Sabourin Proceeding"). Smith is subject to a cease trade order which was issued by the Commission on December 7, 2006 and extended by further orders of the Commission on December 20, 2006 and June 14, 2007 pending a hearing on the merits (the "Cease Trade Order").
10. Smith holds himself out as the President of Borealis and of Synergy.
11. Andrew Lloyd ("Lloyd") is a resident of Peterborough, Ontario. Lloyd is not currently registered with the Commission.
12. Lloyd is a respondent in the Sabourin Proceeding and is subject to the Cease Trade Order.
13. Lloyd acts as Synergy's Regional Manager GTA and Central Ontario and as the Regional Manager and Regional Contact for Borealis in Central and North Ontario. Lloyd is also a director of Canavista Corporate and the Vice-President and a director of Canavista Financial.
14. Paul Lloyd is Lloyd's father and is a resident of Peterborough, Ontario. Paul Lloyd is a director of Canavista Corporate and the President and a director of Canavista Financial. Paul Lloyd is not currently registered with the Commission.
15. Vince Villanti ("Villanti") is a resident of Whitby, Ontario. Villanti is the President and a director of Borealis, and the Executive Director and a director of IBC. Villanti has never been registered with the Commission.
16. Larry Haliday ("Haliday") is a resident of Richmond Hill, Ontario. Haliday is a director of IBC. Haliday has never been registered with the Commission.
17. Jean Breau ("Breau") is a resident of Whitby, Ontario. Breau is the President and a director of Synergy. Breau has never been registered with the Commission.
18. Joy Statham ("Statham") is a resident of Ottawa, Ontario. Statham is not currently registered with the Commission.
19. David Prentice ("Prentice") is a resident of Mississauga, Ontario. Prentice holds himself out as the Executive Vice-President of Synergy. Prentice has never been registered with the Commission.
20. Len Zielke ("Zielke") is a resident of Richmond, British Columbia. Zielke holds himself out as Synergy's Regional Manager and Regional Contact for British Columbia, Alberta and Saskatchewan. Zielke has never been registered with the Commission.
21. John Stephan ("Stephan") is a resident of London, Ontario. Stephan holds himself out as Synergy's Regional Manager for Western and South-Western Ontario and the Borealis Regional Contact for Western Ontario. Stephan is not currently registered with the Commission.
22. Ray Murphy ("Murphy") is a resident of Kingston, Ontario. Murphy holds himself out as Synergy's Regional Manager for Eastern Ontario, Quebec and the Maritimes and as Borealis' Regional Contact for Quebec, Maritimes, Manitoba and Eastern Ontario. Murphy is not currently registered with the Commission.
23. Alexander Poole ("Poole") is a resident of Waterloo, Ontario and is currently registered with the Commission as a salesperson in the categories of mutual fund dealer and limited market dealer.
24. Derek Grigor ("Grigor") is a resident of Okotoks, Alberta. Grigor has never been registered with the Commission.
25. Earl Switenky ("Switenky") is a resident of Red Deer, Alberta. Switenky has never been registered with the Commission.

Borealis Guaranteed Return Investment Certificate

26. Borealis and Synergy representatives and associates promote and sell an investment called the Borealis Guaranteed Return Investment Certificate ("Borealis GRIC"). The Borealis GRIC is a form of prime bank investment scheme. The Borealis GRIC is described in promotional material as a "bank-guaranteed product" which requires a minimum initial investment of \$150,000 with minimum additional investments of \$25,000. Investors are promised fixed returns of 10 to 18 percent. The Borealis GRIC is purportedly "locked in" for 24 months.
27. The Borealis GRIC was developed by Synergy and is promoted as the product of a "proprietary strategic alliance" with Borealis, Atlantic Trust Co. ("Atlantic Trust") and The Laiki Group. IBC is described as a recipient of funds from Atlantic Trust.
28. Atlantic Trust and The Laiki Group are not participants in the Borealis GRIC, and have no arrangements with Borealis, Synergy nor any other of the respondents.

29. The respondents falsely claim that the Borealis GRIC is regulated by the Financial Consumer Agency of Canada ("FCAC") and the "Bank Act".
30. The respondents falsely claim that the "first \$100,000" of a Borealis GRIC is "protected" by Canada Deposit Insurance Corporation ("CDIC").
31. References to Atlantic Trust, The Laiki Group, FCAC, the Bank Act and CDIC are part of an effort by the respondents to give the appearance of legitimacy to the scheme described herein.

Scope of Activity

32. Smith, Lloyd and Paul Lloyd have each promoted, and sold or attempted to sell, the Borealis GRIC personally and through representatives and associates. To this end, Smith, Lloyd and Paul Lloyd are variously acting with and through Borealis, Synergy, Canavista Corporate, Canavista Financial and/or IBC.
33. Statham, Prentice, Zielke, Stephan, Murphy, Poole, Grigor and Switenky have each promoted, and sold or attempted to sell, the Borealis GRIC.
34. Villanti, Haliday and Breau, through their respective positions with Borealis, Synergy and IBC, have authorized, permitted or acquiesced in the unlawful conduct described herein.

Investment Contracts

35. The Borealis GRIC is an "investment contract" and therefore a "security" as defined in section 1(1)(n) of the Ontario *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act").

Alberta Securities Commission Proceeding

36. Synergy, Borealis, Zielke, Prentice, Smith, Grigor and Switenky are respondents in a proceeding issued by the Alberta Securities Commission and are subject to a cease trade order, which is in place until a hearing is concluded and a decision rendered, or until otherwise ordered.

Breach of Cease Trade Order

37. Through their activity described herein, Smith and Lloyd have breached the Cease Trade Order.

Conduct Contrary to Ontario Securities Law and Conduct Contrary to the Public Interest

38. The activities of the respondents constitute trading in securities without registration in respect of which no exemption was available, contrary to section 25 of the Act.
39. The activities of the respondents constitute distributions of securities for which no preliminary

prospectus and prospectus were issued nor received by the Director, contrary to section 53 of the Act.

40. Each of the individuals who are directors and officers of the corporate respondents, including de facto directors and officers of the corporate respondents, have authorized, permitted or acquiesced in the corporate respondents' non-compliance with Ontario securities law, and accordingly, failed to comply with Ontario securities law contrary to section 129.2 of the Act.
41. The respondents' conduct is contrary to the public interest and harmful to the integrity of the Ontario capital markets.

DATED AT TORONTO this 15th day of November, 2007.

1.4 Notices from the Office of the Secretary

1.4.1 Borealis International Inc. et al.

FOR IMMEDIATE RELEASE
November 20, 2007

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

AND

**IN THE MATTER OF
BOREALIS INTERNATIONAL INC.,
SYNERGY GROUP (2000) INC.,
INTEGRATED BUSINESS CONCEPTS INC.,
CANAVISTA CORPORATE SERVICES INC.,
CANAVISTA FINANCIAL CENTER INC.,
SHANE SMITH, ANDREW LLOYD, PAUL LLOYD,
VINCE VILLANTI, LARRY HALIDAY, JEAN BREAU,
JOY STATHAM, DAVID PRENTICE, LEN ZIELKE,
JOHN STEPHAN, RAY MURPHY,
ALEXANDER POOLE, DEREK GRIGOR AND
EARL SWITENKY**

TORONTO – The Office of the Secretary issued a Notice of Hearing on November 15, 2007, scheduling the hearing in the above named matter to commence on November 28, 2007 at 11:00 a.m.

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

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries: Wendy Dey
Director, Communications
& Public Affairs
416-593-8120

Laurie Gillett
Manager, Public Affairs
416-595-8913

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

Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Sun Life Financial Inc. et al. - MRRS Decision

Headnote

MRRS – credit support issuer does not satisfy conditions of exemption in section 13.4 of NI 51-102 – credit support issuer has securities outstanding that are not designated credit support securities because credit supporter has not provided a full and unconditional guarantee – designated credit support securities cannot have a full and unconditional guarantee because ore regulatory capital requirements – credit support issuer exempt from certain continuous disclosure and certification requirements under the Legislation, subject to conditions – capital trust issuer established to provide a regulated entity with a cost effective means of raising regulatory capital – regulated entity has provided an undertaking not to pay dividends if the capital trust issuer fails to make payments on capital trust securities – undertaking is functional equivalent of a guarantee – capital trust securities are ultimately exchangeable into securities of the regulated entity – capital trust issuer exempt from certain continuous disclosure and certification requirements under the legislation, subject to conditions.

Applicable Legislative Provisions

National Instrument 51-102 Continuous Disclosure Obligations, ss. 13.1, 13.4.

Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, ss. 4.4, 4.5.

November 14, 2007

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

AND

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

AND

IN THE MATTER OF
SUN LIFE FINANCIAL INC. ("SLF"),
SUN LIFE ASSURANCE COMPANY OF CANADA
("SLA") AND SUN LIFE CAPITAL TRUST
(the "Trust" and collectively with SLF and SLA,
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") that:

- SLA and the Trust be granted an exemption from the Continuous Disclosure Requirements pursuant to section 13.1 of NI 51-102 (a "Continuous Disclosure Exemption"); and
- SLA and the Trust be granted an exemption from the Certification Requirements pursuant to section 4.5 of MI 52-109 (a "Certification Exemption").

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. In this decision, the following terms have the following meanings:

"2002 CD Relief" means the relief from the then applicable Continuous Disclosure Requirements granted to the Trust on March 14, 2002;

"2004 Certification Relief" means the relief from the Certification Requirements granted to the Trust on May 14, 2004;

"Affiliate" has the meaning given to such term in NI 51-102;

"AIF" means an annual information form;

“Annual Certificates” has the meaning given to such term in MI 52-109;

“Annual Filings” means an issuer’s AIF, annual financial statements and annual MD&A filed pursuant to NI 51-102;

“At Par Redemption Date” means December 31, 2011;

“Automatic Exchange” means the automatic exchange of SLEECs – Series A for SLA Preferred Shares Series Y upon the occurrence of certain events relating to the solvency of SLA or actions taken by the Superintendent in respect of the financial strength of SLA;

“Certification Requirements” means the requirements to file Annual Certificates under section 2.1 of MI 52-109 and Interim Certificates under section 3.1 of MI 52-109;

“Continuous Disclosure Filings” means:

- (a) annual financial statements required by section 4.1 of NI 51-102;
- (b) interim financial statements required by section 4.3 of NI 51-102;
- (c) AIFs required by section 6.1 of NI 51-102;
- (d) annual and interim MD&A required by section 5.1 of NI 51-102;
- (e) press releases and material change reports required by section 7.1 of NI 51-102 in the case of material changes that are also material changes in the affairs of SLF; and
- (f) material contracts required by section 12.2 of NI 51-102;

“Continuous Disclosure Requirements” means the requirements contained in NI 51-102 to file and deliver, as applicable, the Continuous Disclosure Filings;

“Credit Facilities” means the unsecured, non-interest bearing credit facilities provided to the Trust by SLA or its Affiliates in connection with the offerings of the SLEECs;

“Credit Support Issuer” has the meaning given to such term in NI 51-102;

“Credit Support Issuer Exemptions” means the exemption from the Continuous Disclosure Requirements in section 13.4 of NI 51-102 and the exemption from the Certification Requirements in section 4.4 of MI 52-109;

“Debt Guarantee” means the subordinated guarantee by SLF of SLA’s payment obligations in respect of the SLA Subordinated Debentures;

“Deficiency Payment” means a payment calculated as follows:

(a) if at the date of determination a winding-up order has been made with respect to SLF, then the Deficiency Payment shall be the amount that, when paid to the holders of the SLA Preferred Shares outstanding as of the Triggering Event, will result in:

(i) the holders of SLA’s Class A Shares, Class B Shares, Class C Shares and Class E Shares outstanding as of the Triggering Event receiving payment of the same proportion of the unpaid amounts on such shares as the holders of such shares would have received had their claim to such unpaid amounts on the final distribution of surplus of SLF, if any, pursuant to section 95(1) of the WURA ranked on a parity with the claims of the holders of SLF’s Class A Shares; and

(ii) the holders of SLA’s Class D Shares outstanding as of the Triggering Event receiving payment of the same proportion of the unpaid amounts on such shares as the holders of such shares would have received had their claim to such unpaid amounts on the final distribution of surplus of SLF, if any, pursuant to section 95(1) of the WURA ranked on a parity with the claims of the holders of SLF’s Class B Shares; and

(b) in all circumstances other than those listed above, the Deficiency Payment shall be the amount equal to the aggregate unpaid amounts attributable to all classes of SLA Preferred Shares outstanding as of the Triggering Event;

“Designated Credit Support Securities” has the meaning given to such term in NI 51-102;

“Distribution Date” has the meaning given to such term in the SLEECs – Series A Prospectus;

“Dividend Reference Period” has the meaning given to such term in the SLEECs – Series A Prospectus;

“Dividends” has the meaning given to such term in the SLEECs – Series A Prospectus;

“Dividend Stopper Undertaking” has the meaning given to such term in the SLEECs – Series A Prospectus;

“**Early Redemption Price**” has the meaning given to such term in the SLEECs – Series A Prospectus;

“**GAAP**” means Canadian generally accepted accounting principles as in effect from time to time;

“**Holder Exchange Right**” means the right of holders of SLEECs – Series A to exchange their SLEECs – Series A for SLA Preferred Shares Series Z;

“**ICA**” means the *Insurance Companies Act* (Canada), as amended;

“**ICA Financial Statements**” means the audited annual financial statements of SLA prepared in compliance with section 331 of the ICA;

“**Indicated Yield**” means each fixed, semi-annual, non-cumulative cash distribution distributed to holders of a particular series of SLEECs;

“**Interim Certificates**” has the meaning given to such term in MI 52-109;

“**Interim Filings**” means an issuer’s interim financial statements and interim MD&A filed pursuant to NI 51-102;

“**Liquidation Preference**” means any amount to which holders of a particular class or series of SLA Preferred Shares are entitled in priority to any amounts which may be payable in respect of any class of shares of SLA which rank junior to such class or series in the event of a distribution of assets upon the liquidation, dissolution or winding-up of SLA;

“**MD&A**” means management’s discussion and analysis of the financial condition and results of operations;

“**MI 52-109**” means Multilateral Instrument 52-109 – *Certification of Disclosure in Issuers’ Annual and Interim Filings*;

“**NI 45-106**” means National Instrument 45-106 – *Prospectus and Registration Exemptions*;

“**NI 51-102**” means National Instrument 51-102 – *Continuous Disclosure Obligations*;

“**Preferred Share Guarantee**” means the subordinated guarantee by SLF of the amount of any declared and unpaid dividends on the SLA Preferred Shares, the Redemption Price of the SLA Preferred Shares, and the Liquidation Preference of the SLA Preferred Shares;

“**Public Preferred Shares**” has the meaning given to such term in the SLEECs – Series A Prospectus;

“**Redemption Price**” means the amount payable by SLA following presentation and surrender of any SLA Preferred Shares which have been redeemed by SLA or which are then redeemable by the holder pursuant to the terms of such SLA Preferred Shares;

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval;

“**Series A Share Exchange Agreement**” has the meaning given to the term “Share Exchange Agreement” in the SLEECs – Series A Prospectus;

“**Series B Share Exchange Agreement**” means the share exchange agreement between the Trust, SLF, SLA and CIBC Mellon Trust Company, as exchange trustee, with respect to the SLEECs – Series B;

“**SLA A Debenture**” means the senior debenture issued by SLA to the Trust in respect of the SLEECs – Series A;

“**SLA B Debenture**” means the senior debenture issued by SLA to the Trust in respect of the SLEECs – Series B;

“**SLA Debentures**” means the SLA A Debenture and the SLA B Debenture;

“**SLA Dividend Restricted Shares**” has the meaning given to such term in the SLEECs – Series A Prospectus;

“**SLA Preferred Shares**” means the Class A Shares, Class B Shares, Class C Shares, Class D Shares and Class E Shares of SLA;

“**SLA Preferred Shares Series W**” means the Class A Shares – Series W of SLA;

“**SLA Preferred Shares Series X**” means the Class A Shares – Series X of SLA;

“**SLA Preferred Shares Series Y**” means the Class A Shares – Series Y of SLA;

“**SLA Preferred Shares Series Z**” means the Class A Shares – Series Z of SLA;

“**SLA Subordinated Debentures**” means the \$150,000,000 principal amount of 6.30% subordinated debentures due 2028, the \$300,000,000 principal amount of 6.65% subordinated debentures due 2015, and the \$800,000,000 principal amount of 6.15% subordinated debentures due 2022;

“**SLEECs**” means the Sun Life Exchangeable Capital Securities of the Trust;

“**SLEECs Redemption Price**” has the meaning given to the term “Redemption Price” in the SLEECs – Series A Prospectus;

“**SLEECs – Series A Prospectus**” means the final prospectus of the Trust dated October 11, 2001;

“**SLF Dividend Restricted Shares**” has the meaning given to such term in the SLEECs – Series A Prospectus;

“**SLF Guarantees**” means the Debt Guarantee and the Preferred Share Guarantee;

“**SLF Preferred Shares**” means, collectively, the outstanding Class A Shares and Class B Shares of SLF from time to time;

“**SLF Responsible Issuer Undertaking**” means the undertaking delivered by SLF to the Ontario Securities Commission confirming that:

- (a) following SLF providing the SLF Guarantees and for as long as SLA and the Trust qualify for the Continuous Disclosure Exemption, SLF will be considered a “responsible issuer” for the purposes of determining its liability under Part XXIII.1 of the *Securities Act* (Ontario) as if the SLEECs were an “issuer’s security” of SLF for the purposes of such part; and
- (b) for the avoidance of doubt, pursuant to the definition of “issuer’s security” in section 138.1 of the *Securities Act* (Ontario), the SLA Preferred Shares, the SLA Subordinated Debentures and designated credit support securities of SLA guaranteed by SLF constitute issuer’s securities of SLF for purposes of determining its liability under Part XXIII.1 of the *Securities Act* (Ontario);

“**Special Trust Securities**” means the Special Trust Securities of the Trust;

“**Summary Financial Information**” has the meaning given to such term in NI 51-102;

“**Superintendent**” means the Superintendent of Financial Institutions (Canada);

“**Triggering Event**” means if SLA:

- (a) fails to make full payment of any dividend declared on any SLA Preferred Shares on the date required for such payment;
- (b) fails to make full payment of the Redemption Price when due; or
- (c) becomes subject to a winding-up order (as defined in the WURA or any order of similar effect made under applicable laws for the winding-up, liquidation or dissolution of SLA);

“**Trust Securities**” means the Special Trust Securities and the SLEECs;

“**TSX**” means the Toronto Stock Exchange; and

“**WURA**” means the *Winding-up and Restructuring Act* (Canada).

Representations

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

SLF

1. SLF was incorporated on August 5, 1999 under the ICA and became the sole shareholder of SLA in 2000 pursuant to SLA’s demutualization. SLF is a reporting issuer or the equivalent in each province and territory of Canada that provides for a reporting issuer regime and is not, to the best of its knowledge, in default of any applicable requirement under the securities legislation of the Jurisdictions. SLF’s head office is located in Ontario.
2. SLF’s authorized capital consists of unlimited numbers of Class A Shares and Class B Shares, each issuable in series, and an unlimited number of Common Shares.
3. As of July 27, 2007 SLF had outstanding 568,028,811 Common Shares, 16,000,000 Class A Shares – Series 1, 13,000,000 Class A Shares – Series 2, 10,000,000 Class A Shares – Series 3, 12,000,000 Class A Shares – Series 4, and 10,000,000 Class A Shares – Series 5. SLF also had outstanding three series of senior unsecured debentures in an aggregate principal amount of \$1,800,000,000 and one series of subordinated unsecured debentures in a principal amount of \$400,000,000.

SLA

4. SLA was formed by the amalgamation of its predecessor, Sun Life Assurance Company of Canada, and Clarica Life Insurance Company on December 31, 2002 and its governing statute is the ICA. SLA is a reporting issuer or the equivalent in each province and territory of Canada that provides for a reporting issuer regime and is not, to the best of its knowledge, in default of any applicable requirement under the securities legislation of the Jurisdictions. SLA’s head office is located in Ontario.
5. SLA’s authorized capital consists of unlimited numbers of Class A Shares, Class B Shares, Class C Shares, Class D Shares and Class E Shares, each issuable in series, and an unlimited number of common shares.
6. As of July 27, 2007 SLA had outstanding 357,179,546 common shares, 40,000 Class B Shares – Series A, and 28,000,000 Class C Shares – Series 1, all of which are held by SLF. None of SLA’s outstanding shares are SLA Dividend Restricted Shares or Public Preferred Shares.

7. SLA has created and authorized the issuance of up to 38,000,000 SLA Preferred Shares Series Y and 38,000,000 SLA Preferred Shares Series Z to satisfy its obligations if the Holder Exchange Right is exercised or the Automatic Exchange is triggered. SLA has created and authorized the issuance of up to 8,000,000 SLA Preferred Shares Series W and 8,000,000 SLA Preferred Shares Series X for issuance if the equivalent exchange rights are exercised or triggered with respect to the SLEECs – Series B. The terms of these shares each provide, among other things, that they are exchangeable at the option of the holder into Common Shares of SLF in certain circumstances and after certain dates.

The Trust

8. The Trust is an open-end trust established under the laws of Ontario by The Canada Trust Company as trustee pursuant to a declaration of trust dated as of August 9, 2001. The Trust is a reporting issuer or the equivalent in each province and territory of Canada that provides for a reporting issuer regime and is not, to the best of its knowledge, in default of any applicable requirement under the securities legislation of the Jurisdictions.

9. The capital of the Trust consists of an unlimited number of units divided into one class of voting Special Trust Securities issuable in series and one class of non-voting SLEECs issuable in series.

10. As of July 27, 2007 the outstanding Trust Securities consisted of 2,000 Special Trust Securities, 9,500,000 SLEECs – Series A and 20,000,000 SLEECs – Series B. The outstanding Special Trust Securities are all held by SLA. The outstanding SLEECs – Series A were issued pursuant to a public offering in October 2001 and are listed on the Toronto Stock Exchange. The outstanding SLEECs – Series B were issued pursuant to a public offering in June 2002 and are not listed on any exchange.

11. The Trust is a special purpose issuer established solely for the purpose of offering the SLEECs in order to provide SLA (and, indirectly, SLF) with a cost-effective means of raising capital for Canadian insurance company regulatory purposes by creating and selling the Trust Securities and acquiring and holding trust assets. The trust assets consist primarily of the SLA Debentures. The Trust used the proceeds of the offerings of SLEECs to purchase the SLA Debentures. The SLA Debentures generate income for distribution to holders of the Trust Securities on a semi-annual, non-cumulative basis.

12. Each of the SLA Debentures bears interest that is distributed to holders of SLEECs – Series A and SLEECs – Series B, respectively, by way of

payment of the Indicated Yield and any excess net income, after such distributions are made, is distributed to SLA as the holder of the Special Trust Securities.

13. Representations 14 through 24 only refer to the SLEECs – Series A, SLA Preferred Shares Series Y, SLA Preferred Shares Series Z, the SLA A Debenture and the Series A Share Exchange Agreement because the features of the SLEECs – Series B, SLA Preferred Shares Series W, SLA Preferred Shares Series X, the SLA B Debenture and the Series B Share Exchange Agreement are the same as those described herein except for the following:

(a) the Indicated Yield payable on the SLEECs – Series A is \$34.325 per \$1,000 initial issue price, which is equivalent to an annual yield of 6.8650% and which corresponds to the interest rate payable on the SLA A Debenture, whereas the Indicated Yield payable on the SLEECs – Series B is \$35.465 per \$1,000 initial issue price, which is equivalent to an annual yield of 7.093% and which corresponds to the interest rate payable on the SLA B Debenture;

(b) the dates on which various rights arise are different due to the different offering dates of the SLEECs – Series A and the SLEECs – Series B; and

(c) the SLEECs – Series A may be exchanged for SLA Preferred Shares Series Y or SLA Preferred Shares Series Z in certain circumstances, whereas the SLEECs – Series B may be exchanged for SLA Preferred Shares Series W or SLA Preferred Shares Series X in those circumstances (such as SLA Preferred Shares Series W and SLA Preferred Shares Series X having the same attributes as the SLA Preferred Shares Series Y and the SLA Preferred Shares Series Z, respectively, except for the dates upon which various rights arise and the rate of dividends payable on the SLA Preferred Shares Series X as compared to that of the SLA Preferred Shares Series Z).

14. The Trust will not pay the Indicated Yield on the SLEECs – Series A if:

(a) SLA has Public Preferred Shares outstanding and fails to declare Dividends on any of the Public Preferred Shares in accordance with their respective terms; or

- (b) SLA fails to declare Dividends on its Class B Shares – Series A,
- in either case, in the Dividend Reference Period.
15. Pursuant to the Series A Share Exchange Agreement, SLF and SLA have agreed, for the benefit of the holders of SLEECS – Series A, that if the Trust fails, on any applicable Distribution Date, to pay the Indicated Yield on the SLEECS – Series A:
- (a) SLA will not pay Dividends on the SLA Dividend Restricted Shares; or
- (b) if SLA Dividend Restricted Shares are not outstanding, SLF will not pay Dividends on the SLF Dividend Restricted Shares,
- in either case until a specific period of time has elapsed unless the Trust first pays such Indicated Yield (or the unpaid portion thereof) to holders of the SLEECS – Series A.
16. Pursuant to the terms of the SLEECS – Series A and the Series A Share Exchange Agreement, the SLEECS – Series A:
- (a) may be exchanged at the option of a holder for SLA Preferred Shares Series Z pursuant to the Holder Exchange Right; and
- (b) will be automatically exchanged for SLA Preferred Shares Series Y pursuant to the Automatic Exchange.
- Upon the exercise of the Holder Exchange Right or the triggering of the Automatic Exchange, the Trust will convert the corresponding principal amount of the SLA A Debenture into SLA Preferred Shares Series Y or SLA Preferred Shares Series Z, as the case may be.
17. The SLA Preferred Shares Series Y and the SLA Preferred Shares Series Z will be redeemable after certain dates, at the option of SLA and subject to regulatory approval, by the payment of a cash amount or by the delivery of Common Shares of SLF.
18. On any Distribution Date the Trust has the right, subject to regulatory approval and on not less than 30 nor more than 60 days' prior written notice, to redeem the SLEECS – Series A at the greater of the SLEECS Redemption Price and the Early Redemption Price, if the SLEECS – Series A are redeemed prior to the At Par Redemption Date, and at the SLEECS Redemption Price if the SLEECS – Series A are redeemed on or after the At Par Redemption Date.
19. SLA, as the holder of the Special Trust Securities, may require the termination of the Trust, subject to regulatory approval, provided that holders of SLEECS – Series A receive the Early Redemption Price or the SLEECS Redemption Price, as applicable.
20. Upon the occurrence of certain regulatory or tax events affecting SLA or the Trust, the Trust has an additional right, subject to regulatory approval and on not less than 30 nor more than 90 days' prior written notice, to redeem at any time all but not less than all of the SLEECS – Series A at the Early Redemption Price if the SLEECS – Series A are redeemed prior to the At Par Redemption Date and at the SLEECS Redemption Price if the SLEECS – Series A are redeemed on or after the At Par Redemption Date.
21. In certain circumstances, including at a time when SLA's financial condition is deteriorating or proceedings for the winding-up of SLA have been commenced, the SLEECS – Series A will be automatically exchanged for SLA Preferred Shares Series Y without the consent of the holders.
22. The exchange rights and procedures applicable to the SLEECS – Series A were accurately described in the SLEECS – Series A Prospectus.
23. The return to holders of SLEECS is dependent on the financial condition of SLA rather than the Trust. Holders of SLEECS are ultimately concerned about the affairs and financial performance of SLA as opposed to that of the Trust.
24. The SLEECS are treated for insurance regulatory capital purposes as if they are SLA Preferred Shares and, as a result, if any circumstance arose where the solvency or financial strength of SLA was threatened, the Superintendent would be expected to move to ensure that the Automatic Exchange is triggered prior to the occurrence of any potential insolvency event at SLA.
- Prior Continuous Disclosure and Certification Relief Granted to the Trust*
25. On March 14, 2002 the Trust was granted the 2002 CD Relief and on May 14, 2004 the Trust was granted the 2004 Certification Relief. The 2002 CD Relief and the 2004 Certification Relief exempt the Trust from the Continuous Disclosure Requirements and the Certification Requirements provided that, among other things:
- (a) SLF and SLA file their financial statements, AIF and MD&A under the Trust's SEDAR profile at the same time that they are required to be filed by SLF and SLA;

- (b) SLF and SLA send their financial statements and MD&A to holders of Trust Securities at the same time and in the same manner as if the holders of Trust Securities were holders of SLF Common Shares or SLA common shares; and
- (c) SLF and SLA file their Annual Certificates and Interim Certificates under the Trust's SEDAR profile at the same time that they are required to be filed by SLF and SLA.

SLF Guarantees

- 26. SLF intends to provide the SLF Guarantees which will cover certain securities issued, or to be issued, by SLA.
- 27. The Debt Guarantee will result in holders of the SLA Subordinated Debentures being entitled to receive payment from SLF within 15 days of any failure by SLA to make a payment due under the SLA Subordinated Debentures.
- 28. SLF intends to provide a similar guarantee in respect of any non-convertible debt securities issued by SLA in the future, other than debt securities issued to and held by SLF or its Affiliates, debt securities issued to the types of entities described in section 13.4(2)(c)(iii) of NI 51-102, and debt securities issued under exemptions from the registration and prospectus requirements in section 2.35 of NI 45-106. Such a guarantee will be described in the applicable prospectus or prospectus supplement filed by SLA in connection with a distribution of such debt securities.
- 29. The amount payable by SLF under the Preferred Share Guarantee will be limited such that the claims of holders of the SLA Preferred Shares under the Preferred Share Guarantee will, in effect, rank equally with the claims of holders of the corresponding class of SLF Preferred Shares. To accomplish this, the Preferred Share Guarantee will provide that if a Triggering Event occurs, SLF will pay the Deficiency Payment to SLA in trust for the benefit of holders of SLA Preferred Shares outstanding as of the Triggering Event.
- 30. The Preferred Share Guarantee will apply in respect of any SLA Preferred Shares outstanding from time to time, including SLA Preferred Shares issued upon a conversion of SLEECs pursuant to the Holder Exchange Right or the Automatic Exchange and the equivalent exchange rights applicable to the SLEECs – Series B. The Preferred Share Guarantee will be described in the applicable prospectus or prospectus supplement filed by SLA in connection with any future distribution of SLA Preferred Shares.

31. The Preferred Share Guarantee will rank subordinate to any and all outstanding liabilities of SLF unless otherwise provided by the terms of the instrument creating or evidencing any such liability. However, since the Preferred Share Guarantee will be a debt obligation of SLF and, therefore, will rank ahead of the claims of holders of the SLF Preferred Shares, the calculation of the amount payable under the Preferred Share Guarantee is subject to reduction such that on the distribution of assets upon a winding-up of SLF, claims under the Preferred Share Guarantee will, in effect, rank equally with the claims of holders of the SLF Preferred Shares. Otherwise, the Preferred Share Guarantee would negatively impact the capital treatment of the SLA Preferred Shares for SLF for insurance regulatory purposes.

32. Each of the SLF Guarantees will terminate (subject to any existing rights or claims at the time of such termination) upon the earlier to occur of:

- (a) unless SLF and SLA agree to the contrary, the date that no SLA securities which are the subject of such guarantee (or securities convertible into or exchangeable for such securities, including, in the case of the Preferred Share Guarantee, SLEECs) are outstanding;
- (b) the date that SLF no longer owns all of the outstanding common shares of SLA;
- (c) the date that the relief contemplated by this decision is no longer available to SLA; or
- (d) the date SLA commences filing its own Continuous Disclosure Filings with the Decision Makers,

provided that SLF may not terminate the Preferred Share Guarantee in respect of the SLA Preferred Shares Series W, the SLA Preferred Shares Series X, the SLA Preferred Shares Series Y and the SLA Preferred Shares Series Z pursuant to clauses (b), (c) or (d) above at any time after the occurrence of an Automatic Exchange or during a period when SLA has failed to make full payment when due of any dividend declared on any SLA Preferred Shares or has failed to make full payment when due of the Redemption Price and, in either case, such failure has not been remedied by the payment of such amounts by SLA or SLF.

Requested Relief

33. Preparing and, where applicable, printing and distributing Continuous Disclosure Filings at both SLF and SLA has been inconvenient, costly and a strain on management resources. It is also potentially confusing to investors. SLA is seeking

the relief requested pursuant to this decision to substantially simplify its continuous disclosure obligations. The Trust is seeking the relief requested pursuant to this decision because the conditions of the 2002 CD Relief and the 2004 Certification Relief will not be fulfilled if SLA does not make Continuous Disclosure Filings and does not file Annual Certificates and Interim Certificates.

34. The relief requested pursuant to this decision is substantially similar to the Credit Support Issuer Exemptions.

35. Section 13.4(2) of NI 51-102 provides an automatic exemption from the Continuous Disclosure Requirements for a Credit Support Issuer provided that certain conditions are satisfied. With the implementation of the SLF Guarantees, SLA would be able to satisfy each of the criteria of section 13.4(2) of NI 51-102 other than the requirement set out in section 13.4(2)(c) due to the terms of the Preferred Share Guarantee.

36. The Preferred Share Guarantee will be structured such that, in a circumstance where SLA fails to make payment for 15 days of either declared dividends or the Redemption Price, or there exists insufficient assets to pay the Liquidation Preference upon the liquidation or winding-up of SLA, and at such time a winding-up order has been made in respect of SLF, payment of such amounts to holders of the SLA Preferred Shares will not be made until the final distribution of surplus of SLF, if any, to shareholders of SLF pursuant to section 95(1) of the WURA. This provision of the Preferred Share Guarantee is necessary in order to preserve the appropriate priority of claims (*i.e.*, so that claims of holders of the SLA Preferred Shares under the Preferred Share Guarantee do not rank ahead of the claims of holders of SLF Preferred Shares by virtue of crystallizing earlier). In circumstances where SLF is not the subject of a winding-up order, payment will be made on the date immediately following the 15-day period permitted for the payment of dividends and the Redemption Price and, in the case of the Liquidation Preference, the later of:

- (a) the date of the final distribution of property of SLA to creditors pursuant to section 93 of the WURA; and
- (b) the date of the final distribution of surplus of SLA to shareholders, if any, pursuant to section 95(1) of the WURA.

37. With the implementation of the SLF Guarantees, the only outstanding securities of SLA that will not satisfy the criteria of section 13.4(2)(c) of NI 51-102 are the SLA Preferred Shares because the Preferred Share Guarantee will not be a full and

unconditional guarantee as required to comply with the definition of Designated Credit Support Securities.

38. The Trust is not able to rely on section 13.4 of NI 51-102 due to the fact that the SLEECs cannot be guaranteed by SLF without adverse consequences on the capital treatment for Canadian insurance company regulatory purposes.

39. Section 4.4 of MI 52-109 provides an automatic exemption from the Certification Requirements for a Credit Support Issuer provided that it qualifies for, and is in compliance with, the requirements and conditions set out in section 13.4 of NI 51-102. For the reasons described above, neither SLA nor the Trust meet all of the conditions of section 13.4 of NI 51-102.

Liability for Secondary Market Disclosure

40. SLF has delivered to the Ontario Securities Commission the SLF Responsible Issuer Undertaking and will file the SLF Responsible Issuer Undertaking on its SEDAR profile following SLF providing the SLF Guarantees.

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 a Continuous Disclosure Exemption be granted to SLA provided that:

- (a) SLF and SLA continue to be regulated by the Office of the Superintendent of Financial Institutions (Canada) or any successor;
- (b) SLF remains the beneficial owner of all the outstanding voting securities (as defined in the Legislation) of SLA;
- (c) SLF and SLA remain reporting issuers or the equivalent thereof under the Legislation;
- (d) SLF enters into the SLF Guarantees within 15 business days of the date of this decision and continues to provide the SLF Guarantees;
- (e) SLF and SLA announce the implementation of the SLF Guarantees by press release;
- (f) a copy of the Debt Guarantee is filed under SLF's and SLA's SEDAR profiles

- and a copy of the Preferred Share Guarantee is filed under SLF's, SLA's and the Trust's SEDAR profiles;
- (g) SLF complies with the requirements of the Legislation and the requirements of the TSX in respect of making public disclosure of material information on a timely basis;
- (h) SLF issues in Canada and files any news release that discloses a material change in its affairs;
- (i) SLF concurrently sends to all holders of guaranteed debt securities of SLA, in the manner and at the time required by the Legislation and the TSX, all disclosure materials that are sent to holders of similar debt of SLF;
- (j) SLF concurrently sends to all holders of guaranteed SLA Preferred Shares, and to holders of SLEECs, in the manner and at the time required by the Legislation and the TSX, all disclosure materials that are sent to holders of similar SLF Preferred Shares;
- (k) SLA files, for the periods covered by any annual or interim financial statements of SLF, either in the notice referred to in (l) below or in or with such SLF financial statements, consolidating Summary Financial Information for SLF presented with a separate column for each of the following:
- (i) SLF;
 - (ii) SLA;
 - (iii) any other subsidiaries of SLF on a combined basis;
 - (iv) consolidating adjustments; and
 - (v) the total consolidated amounts;
- (l) SLA files a notice indicating that it is relying on the Continuous Disclosure Filings of SLF and setting out where those documents can be found for viewing in electronic format;
- (m) SLA issues in Canada a news release and files a material change report for all material changes in respect of the affairs of SLA that are not also material changes in the affairs of SLF;
- (n) SLA files its annual financial statements in accordance with Canadian GAAP concurrently with the filing of the ICA Financial Statements with the Superintendent in accordance with the ICA;
- (o) SLA does not issue or have outstanding any securities other than Designated Credit Support Securities, securities issued to and held by SLF or its Affiliates, debt securities issued to the types of entities described in section 13.4(2)(c)(iii) of NI 51-102, securities issued under exemptions from the registration and prospectus requirements in section 2.35 of NI 45-106, or SLA Preferred Shares that are subject to the Preferred Share Guarantee; and
- (p) such Continuous Disclosure Exemption will cease to apply on January 15, 2012.
- The further decision of the Decision Makers under the Legislation is that a Continuous Disclosure Exemption be granted to the Trust provided that:
- (a) SLA qualifies for the relief contemplated by, and SLF and SLA are in compliance with the requirements and conditions set out in, SLA's Continuous Disclosure Exemption;
 - (b) for so long as any SLEECs are outstanding, SLF and SLA continue to provide the Dividend Stopper Undertaking;
 - (c) the Trust does not issue or have outstanding any securities other than SLEECs and Special Trust Securities;
 - (d) the Trust does not have any material assets other than the SLA Debentures and has no material liabilities other than the Credit Facilities;
 - (e) the Trust files a notice indicating that it is relying on the Continuous Disclosure Filings of SLF and setting out where such filings can be found for viewing in electronic format;
 - (f) the Trust issues in Canada a news release and files a material change report for all material changes in respect of the affairs of the Trust that are not also material changes in the affairs of SLF or SLA;
 - (g) all of the outstanding Special Trust Securities are beneficially owned by SLA or any of its Affiliates and all of the outstanding voting securities (as defined in the Legislation) of SLA or of its

- Affiliates which own the Special Trust Securities are beneficially owned by SLF;
- (h) the rights and obligations, other than the economic terms thereof, of holders of any additional SLEECs that may be issued by the Trust are the same in all material respects as the rights and obligations of holders of SLEECs – Series A and SLEECs – Series B at the date of this decision; and
 - (i) such Continuous Disclosure Exemption will cease to apply on January 15, 2012.

“Lawrence E. Richie”
Vice-Chair
Ontario Securities Commission

The further decision of the Decision Makers is that a Certification Exemption be granted to SLA provided that:

- (a) SLA qualifies for the relief contemplated by, and SLF and SLA are in compliance with the requirements and conditions set out in, SLA’s Continuous Disclosure Exemption;
- (b) SLA and the Trust are not required to, and do not, file their own Annual Filings and Interim Filings; and
- (c) such Certification Exemption will cease to apply on January 15, 2012.

The further decision of the Decision Makers is that a Certification Exemption be granted to the Trust provided that:

- (a) the Trust qualifies for the relief contemplated by, and SLF, SLA and the Trust are in compliance with the requirements and conditions set out in, the Trust’s Continuous Disclosure Exemption;
- (b) the Trust is not required to, and does not, file its own Annual Filings and Interim Filings; and
- (c) such Certification Exemption will cease to apply on January 15, 2012.

The further decision of the Decision Makers is that the 2004 Certification Relief is revoked.

“Jo-Anne Matear”
Assistant Manager, Corporate Finance
Ontario Securities Commission

The further decision of the Decision Makers is that the 2002 CD Relief is revoked.

“Robert L. Shirriff”
Commissioner
Ontario Securities Commission

**2.1.2 Raymond Chabot Grant Thornton and RCGT
Balanced Fund No. 1 for Partners - MRRS
Decision**

Headnote

Section 1(10) of the Securities Act (Ontario) – unique fund designed primarily to service accounting partnership deemed to have ceased to be reporting issuers – no unitholders remaining in Ontario - funds not eligible to rely on simplified process set out in OSC Staff Notice 12-703.

Applicable Legislative Provisions

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

November 8, 2007

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
THE PROVINCES OF QUEBEC, ONTARIO AND
NEW BRUNSWICK (THE “JURISDICTIONS”)**

AND

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

AND

**IN THE MATTER OF OF
RAYMOND CHABOT GRANT THORNTON (“RCGT”)**

AND

**IN THE MATTER OF
RCGT BALANCED FUND NO. 1 FOR PARTNERS
(THE “FUND”)
(RCGT AND THE FUND, COLLECTIVELY, THE “FILER”)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the “**Decision Maker**”) in each of the Jurisdictions has received an application to request a decision under the securities legislation of the Jurisdictions (the “**Legislation**”) granting it a decision, where applicable, to revoke the reporting issuer status of the Fund or that such Fund cease being reporting issuer (the “**Requested Revocation**”).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

- (a) the *Autorité des marchés financiers* is the principal regulator for this application;
- (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 Fund is an open-ended mutual fund trust established under the laws of the Province of Quebec.
2. The head office of RCGT is located in Montreal.
3. The units of the Fund are strictly offered to partners of RCGT and their spouse, and therefore, are not widely distributed. The Fund was created as part of RCGT’s private retirement plan which makes it mandatory for RCGT’s partners to join. They have to make mandatory contributions in RRSP accounts each year but they can also make optional contributions in RRSP and non-RRSP accounts.
4. The Fund has obtained an exemption to prepare a prospectus and to register as a dealer from the *Commission des valeurs mobilières du Québec* on March 18, 1985 (Decision 0426-I-85) (the “**Previous Exemption**”).
5. The Fund became a reporting issuer in the Jurisdictions on September 27, 2004 following the grant of a prospectus receipt.
6. RCGT has proceeded on October 31, 2007 with the transfer of the assets of the Fund held in the name of the registered accounts of the Fund to a group segregated fund with the Fund’s identical name, created by Manulife Financial (the “**Transfer to the Segregated Fund**”). After the Transfer to the Segregated Fund, the Fund will only have assets held in the name of the non registered accounts. Written notices dated July 30, 2007 and October 26, 2007 indicating these changes have been sent to the unitholders of the Fund.
7. The Fund will not immediately be dissolved in order to limit, for some of the holders of the non registered accounts, the tax consequences associated with the Transfer to the Segregated Fund. RCGT intends to postpone by a few years the Transfer to the Segregated Fund of the assets held in the name of the non registered accounts in order to divide up the tax consequences on the chosen period by the holders of these accounts, subject to a limited period to be determined by RCGT.

8. Following the Transfer to the Segregated Fund described in paragraph 6 hereinabove, a total of 31 Quebec residents will continue holding units of the Fund (the “**Holders of Non Registered Accounts**”). The Fund will not have any holder left in the Provinces of Ontario and New Brunswick.
9. All the Holders of Non Registered Accounts are partners of RCGT or their spouse or children. At least nineteen of them are “accredited investors”, as such term is defined in Section 1.1 of Regulation 45-106 – *Prospectus and Registration Exemptions* in Quebec and, elsewhere in Canada, National Instrument 45-106 – *Prospectus and Registration Exemptions*.
10. The unitholders of the Fund who are not accredited investors are either a retired partner of RCGT or a spouse or a child of a partner or retired partner of RCGT.
11. More than half of the 31 Holders of Non Registered Accounts have acquired their initial units of the Fund through a distribution made pursuant to the Previous Exemption. The other Holders of Non Registered Accounts have acquired their units through a distribution made by prospectus.
12. The Fund may not use the provisions of the CSA Staff Notice 12-307 – *Ceasing to be a Reporting Issuer under the Mutual Reliance Review System for Exemptive Relief Applications* (“**CSAN 12-307**”) because of the number of unitholders of the Fund which is too high and because of the fact that the Fund did not nominate on May 1st, 2007, the initial members of the Funds’ independent review committee in accordance with *Regulation 81-107 – Independent Review Committee for Investment Funds* (“**Regulation 81-107**”) in Quebec and, elsewhere in Canada, *National Instrument 81-107 – Independent Review Committee for Investment Funds* (“**NI 81-107**”). RCGT has however filed a separate application on April 20, 2007 for a decision exempting it from the requirements contained in Sections 3.2 and 8.2(2) of Regulation 81-107 and of NI 81-107.
13. RCGT has sent a notice on October 26, 2007 to all of the unitholders of the Fund to advise them of the Requested Revocation and to explain the implications of the decision that will be rendered.
14. If the decision is granted, the Fund will comply with the provisions of *Regulation 81-106 on Investment Fund Continuous Disclosure* (the “**Regulation 81-106**”) in Quebec and, elsewhere in Canada, of *National Instrument 81-106 – Investment Fund Continuous Disclosure* (“**NI 81-106**”) that apply to mutual funds that are not reporting issuers. The Fund intends to benefit from the exemption set forth in section 2.11 of Regulation 81-106 and NI 81-106.
15. The assets of the Fund held in the name of the non registered accounts will only remain in this Fund for tax considerations.
16. To continue to require the Fund to comply with the disclosure and reporting requirements of a reporting issuer will impose substantial costs on the Fund. These costs have increased with the implementation of Regulation 81-107 and NI 81-107.
17. The remaining unitholders of the Fund will have the benefit of the following protections:
 - a) the disclosure provided to the unitholders pursuant to the Legislation for mutual funds that are not reporting issuers;
 - b) the possibility to request the redemption, at any time, of the units they hold in the Fund and to receive their portion of the net assets; and
 - c) Unitholders who have purchased units of the Fund pursuant to the prospectus will continue to benefit from the rescission rights and the civil sanctions that are available to unitholders, including the recourse that can be used in case of misrepresentations in the prospectus.

Decision

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

The decision of the Decision Makers in accordance with the Legislation is to grant the Requested Revocation.

“Jean St-Gelais”
President and Chief Executive Officer

2.1.3 Rio Narcea Gold Mines, Ltd. - s. 1(10)

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for an order that the issuer is not a reporting issuer.

Ontario Statutes

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

November 9, 2007

Angela Austman
McCullough O'Connor Irwin LLP
1100 – 888 Dunsmuir Street
Vancouver, British Columbia
V6C 3K4

Dear Ms. Austman:

Re: Rio Narcea Gold Mines, Ltd. (the “Applicant”) - application for an order not to be a reporting issuer under the securities legislation of Alberta, Manitoba, Quebec, Nova Scotia, Saskatchewan, Ontario, New Brunswick and Newfoundland (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 not 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 not 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 not a reporting issuer.

“Erez Blumberger”
Manager, Corporate Finance
Ontario Securities Commission

2.1.4 RBC Asset Management Inc. et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – s. 19.1 of National Instrument 81-102 Mutual Funds – exemption from section 2.7 (1)(a) of NI 81-102 to permit interest rate and credit derivative swaps and currency forwards with a remaining term to maturity of greater than 3 years; exemption from section 2.8(1) of NI 81-102 to the extent that cash cover is required in respect of specified derivatives to permit the Funds to cover specified derivative positions with: certain bonds, debentures, notes or other evidences of indebtedness and securities of money market funds; and exemption from sections 2.8(1)(d) and (f)(i) NI 81-102 to permit the Funds when they open or maintain a long position in a standardized future or forward contract or when they enter into or maintain an interest rate swap position and during the periods when the Funds are entitled to receive payments under the swap, to use as cover, an option to sell an equivalent quantity of the underlying interest of the standardized future, forward or swap.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.7(1)(a), 2.8(1), 2.8(1)(d), 2.8(1)(f)(i), 19.1.

November 15, 2007

**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, THE 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
RBC ASSET MANAGEMENT INC.
(the “Filer”)**

AND

THE FUNDS LISTED IN SCHEDULE A

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”)

granting exemptions pursuant to section 19.1 of National Instrument 81-102 Mutual Funds (“**NI 81-102**”) in respect of the mutual funds managed by the Filer in Schedule A together with all future funds managed by the Filer, other than money market funds (collectively, the “**RBC Funds**”):

- (a) from the requirement in section 2.7(1)(a) of NI 81-102 insofar as it requires a swap or forward contract to have a remaining term to maturity of 3 years or less (or 5 years or less in certain circumstances), to permit the RBC Funds to enter into interest rate swaps, credit default swaps or currency forwards, in all cases with a remaining term to maturity of greater than 3 years;
- (b) from the requirement in section 2.8(1) of NI 81-102 to the extent that cash cover is required in respect of specified derivatives to permit each of the RBC Funds to cover specified derivative positions with:
 - (i) any bonds, debentures, notes or other evidences of indebtedness that are liquid (“**Fixed Income Securities**”) provided they have a remaining term to maturity of 365 days or less and have an approved credit rating;
 - (ii) floating rate evidences of indebtedness (“**Floating Rate Securities**”); or
 - (iii) securities of a money market mutual fund managed by the Filer to which NI 81-102 applies (“**Money Market Funds**”); and
- (c) from the requirements in sections 2.8(1)(d) and (f)(i) of NI 81-102 to permit the RBC Funds when:
 - (i) they open or maintain a long position in a debt-like security that has a component that is a long position in a forward contract or in a standardized future or forward contract; or
 - (ii) they enter into or maintain a swap position and during the periods when the RBC Funds are entitled to receive payments under the swap;

to use as cover, a right or obligation to sell an equivalent quantity of the underlying interest of the standardized future, forward or swap (paragraphs (a), (b) and (c) will collectively be referred to as the “**Requested Relief**”).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

- 1. the Ontario Securities Commission is the principal regulator for this application; and
- 2. 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:

The RBC Funds

- 1. The Filer is a corporation governed by the *Canada Business Corporations Act*. The Filer is registered as an investment counsel and portfolio manager, or the equivalent, in each of the Jurisdictions and as a limited market dealer in Ontario and in Newfoundland and Labrador.
- 2. The RBC Funds are, or will be, mutual funds established under the laws of the Province of Ontario.
- 3. The RBC Funds are, or will be, reporting issuers in each of the provinces and territories of Canada. The existing RBC Funds are not, to the knowledge of the Filer, in default of any requirements of securities legislation in any of the Jurisdictions.
- 4. The Filer, or an affiliate of the Filer, is or will be the manager of the RBC Funds.
- 5. Many of the RBC Funds use specified derivatives as part of their investment strategies to gain or reduce exposure to securities and financial markets instead of investing in the securities directly. The RBC Funds may also use derivative instruments to: (i) reduce risk by protecting the RBC Funds against potential losses from changes in interest rates; (ii) to reduce the impact of currency fluctuations on the RBC Funds’ portfolio holdings; and (iii) to provide protection for the RBC Funds’ portfolios.
- 6. When specified derivatives are used for non-hedging purposes, the RBC Funds are subject to the cash cover requirements of NI 81-102.

Interest Rate Swaps, Credit Default Swaps and Currency Swaps/Forwards

- 7. Section 2.7(1)(a) of NI 81-102 prohibits mutual funds from entering into swaps or forward contracts with terms to maturity of greater than 3 years, or greater than 5 years if the contract provides the fund with a right to eliminate its exposure within 3 years. The RBC Funds seek the ability to enter into interest rate swaps, credit default swaps or, currency forwards, without a restriction as to the term of the swap or forward.

8. Fixed income investments have risks which include (but are not limited to) interest rate risk, credit risk and currency risk. These risks can be controlled or mitigated through the use of over-the-counter (OTC) derivatives. Interest rate risk may be managed by interest rate swaps, credit risk can be managed by credit default swaps and currency risk by currency swaps or forwards.
9. The term of a swap equals the maturity of its exposure, in contrast to other over-the-counter transactions, such as options and certain other types of forwards, where the contract term and maturity of the underlying security are not related. As a result, there is no restriction under NI 81-102, for example, on a forward with an underlying interest having a term of 10 years whereas there is a restriction if the derivative is in the form of a swap.
10. Credit default swaps have a similar risk profile to their reference entity (corporate or sovereign bonds or asset backed securities) or, in the case of an index of credit default swaps (such as CDX), to an average of all the reference entities in the index or, in the case of a basket of reference entities, to an average of all the reference entities in the basket. The term of a credit default swap imparts credit risk similar to that of a bond of the reference entity with the same term. The RBC Funds may not be able to achieve the same sensitivity to credit risk as their respective benchmarks by using credit default swaps with a maximum term of 3 years because the relevant benchmark may have an average term that is longer. It should also be noted that the most liquid terms for single name credit default swaps and/or indices are 5 years and 10 years. There is no term restriction in NI 81-102 when investing directly in the reference entities.
11. A currency forward used for hedging purposes may or may not have a contract term and maturity that equals the maturity of the underlying interest. For example, if a 10 year bond is denominated in U.S. dollars, under the current provisions of NI 81-102, the term of the currency forward can be at most 5 years whereas the term of the underlying interest is 10 years. Ideally to manage the currency risk, a fund must enter into two consecutive 5-year currency forwards. However, the pricing for the currency forward in respect of the second 5 year period is not known at the time the U.S. dollar bond is purchased but only 5 years hence. Consequently, the inability to enter into a 10 year currency forward transaction indirectly introduces currency risk when a hedged 10 year position was the desired outcome. Accordingly, whenever the term of the bond is longer than 5 years, a fund may be exposed to currency risk. This constraint has become very relevant given that there are no longer foreign investment restrictions under the *Income Tax Act* (Canada). It should also be noted that it is not market convention to have a transaction with a 5 year term (subject to a right to eliminate the exposure within 3 years) and, as a result, from time to time, this off-market feature may subject a fund to less efficient pricing.
12. Currency forwards may be used for non-hedging purposes as part of the overall investment strategy of RBC Funds which invest in foreign securities. A portfolio manager may take a view that a currency will underperform or overperform another currency over a period of time (including a period of time longer than 3 years). The portfolio manager may use currency forwards to take on currency exposure on a short or long term basis (including longer than 3 years). Unless disclosed as a principal investment strategy of a fund, a fund's exposure to non-hedging currency transactions will vary from time to time, however, such exposure will not exceed 7.5% of the assets of a fund.
13. When using currency forwards for non-hedging purposes the RBC Funds will hold cash cover that is not less than, on a daily mark-to-market basis, the underlying market exposure of the currency forward.
14. At the time of the next prospectus renewal, the RBC funds will expand the prospectus disclosure relating to the use of derivatives for non-hedging purposes in order to more fully explain that they may be used to gain exposure to other currencies. Risk disclosure will also be expanded.
15. The interest rate swap market, credit default swap market and currency swap and forward markets are very large and liquid.
16. The interest rate swap market is generally as liquid as government bonds and more liquid than corporate bonds. The Bank for International Settlements reported that the notional amount of interest rate swaps outstanding was U.S. \$230 trillion as of December 31, 2006. In Canada, there were over U.S. \$1.7 trillion of interest rate swaps outstanding as of December 31, 2005, greater than the sum of all outstanding federal and provincial debt.
17. Credit default swaps, on average, are highly liquid instruments. Single name credit default swaps have become as liquid and in most cases more liquid than the cash bonds of their reference entities, while credit default swaps on CDX are generally more liquid than corporate or emerging market bonds. The Bank for International Settlements reported that the notional amount of credit default swaps outstanding was U.S. \$29 trillion as of December 31, 2006. The International Swap and Derivatives Association's 2006 year-end market survey estimated the

notional amount outstanding to be U.S. \$35 trillion. Using either source, the credit default swap market has surpassed the size of the equity derivatives markets, and is one of the fastest growing financial markets.

18. With respect to foreign exchange, the Bank for International Settlements reported that the notional amount of outright forwards and foreign exchange swaps outstanding was U.S. \$19 trillion as at December 31, 2006. For comparative purposes, the S&P 500 had an estimated market capitalization of U.S. \$13.77 trillion on June 20, 2007. The Bank for International Settlements also reported that the average daily turnover of OTC foreign exchange was U.S. \$1,292 billion during April, 2004. The average daily turnover of outright forwards and foreign exchange swaps totalled U.S. \$1,152 billion during such period. For comparative purposes, the dollar volume traded during May 2007 was in the case of the New York Stock Exchange approximately U.S. \$83.7 billion and in the case of the Toronto Stock Exchange approximately CAD \$7 billion. Daily trading is many times larger for currencies and currency forwards than for well-known equity exchanges.
19. Because swaps and forward contracts are private agreements between two counterparties, a secondary market for the agreements would be a cumbersome process whereby one counterparty would have to find a new counterparty willing to take over its contract at a fair market price, get the original counterparty to approve the new counterparty, and exchange a whole new set of documents. To avoid that process, market participants can unwind their positions in interest rate swaps and currency swaps or forwards by simply entering into an opposing swap or forward with an acceptable counterparty at market value. In this way, the original economic position of the initial swap or forward is offset. Parties may also agree to terminate the agreement at a fair market price prior to the maturity date of the agreement.
20. Credit risk exposure to a counterparty on an interest rate swap transaction or currency forward transaction is generally a small fraction of the underlying notional exposure, equal to the cumulative price change since the inception of the swap or forward. Even that small risk will be mitigated because the counterparty will be required to have an approved credit rating prescribed by NI 81-102.
21. Potential credit exposure to a counterparty on a credit default swap on a credit default index is equal to the pro rated notional exposure to any issuer in the index who has defaulted or, in the case of a single name credit default swap, equal to the full notional exposure. As is the case with interest rate swaps, this exposure is mitigated because the counterparty will be required to have

an approved credit rating prescribed by NI 81-102 and exposure to any individual counterparty is limited by NI 81-102.

22. By permitting the RBC Funds to enter into swaps and forwards beyond 3 year terms, it increases the possibility for the RBC Funds to (i) increase returns due to the fact that the opportunity set is expanded, and (ii) target exposures that might not otherwise be available in the cash bond markets or could not be achieved as efficiently as in the cash bond markets. Further, the use of swaps and forwards beyond 3 year terms enables the RBC Funds to effect hedging transactions that help mitigate underlying investment risks associated with investing in fixed income investments.
23. The RBC Funds have the right to terminate swaps and forwards early if a counterparty's credit rating drops below the credit ratings required by NI 81-102, and the RBC Funds will do so in accordance with the terms of section 2.7(4) of NI 81-102.

Using Fixed Income Securities, Floating Rate Securities and Money Market Funds as Cash Cover

Cash Cover

24. The purpose of the cash cover requirement in NI 81-102 is to prohibit a mutual fund from leveraging its assets when using certain specified derivatives and to ensure that the mutual fund is in a position to meet its obligations on the settlement date. This is evident from the definition of "cash cover", which is defined as certain specific portfolio assets of the mutual fund that have not been allocated for specific purposes and that are available to satisfy all or part of the obligations arising from a position in specified derivatives held by the mutual fund. Currently, the definition of "cash cover" includes six different categories of securities, including certain evidences of indebtedness (cash equivalents and commercial paper) that generally have a remaining term to maturity of 365 days or less and that have an approved credit rating or are issued or guaranteed by an entity with an approved credit rating (collectively, "**short-term debt**").
25. In addition to the securities currently included in the definition of cash cover, the RBC Funds would also like to invest in Fixed Income Securities, Floating Rate Securities and/or the Money Market Funds for purposes of satisfying their cash cover requirements.

Fixed Income Securities

26. While the money market instruments that are currently permitted as cash cover are highly liquid, these instruments typically generate very low

yields relative to longer dated instruments and similar risk alternatives.

27. Other fixed income instruments with maturities less than 365 days and approved credit ratings are also liquid but provide the potential for higher yields.
28. The definition of cash cover addresses regulatory concerns of interest rate risk and credit risk by limiting the terms of the instruments and requiring the instruments to have an approved credit rating. By permitting the RBC Funds to use for cash cover purposes Fixed Income Securities with a remaining term to maturity of 365 days or less and an approved credit rating, the regulatory concerns are met, since the term and credit rating will be the same as other instruments currently permitted to be used as cash cover.

Floating Rate Securities

29. Floating Rate Securities are debt securities issued by the federal or provincial governments, the Crown or other corporations and other entities with floating interest rates that reset periodically, usually every 30 to 90 days.
30. Although the term to maturity of Floating Rate Securities can be more than 365 days, the RBC Funds propose to limit their investment in Floating Rate Securities used for cash cover purposes to those that have interest rates that reset at least every 185 days.
31. Allowing the RBC Funds to use Floating Rate Securities for cash cover purposes could increase the rate of return earned by each of the RBC Fund's investors without reducing the credit quality of the instruments held as cash cover. It is submitted that the frequent interest rate resets mitigate the risk of investing in Floating Rate Securities as cash cover. For the purposes of money market funds under NI 81-102 meeting the 90 days dollar-weighted average term to maturity, the term of a floating rate evidence of indebtedness is the period remaining to the date of the next rate setting. If a Floating Rate Security resets every 365 days, then the interest rate of the Floating Rate Security is about the same as a fixed rate instrument with a term to maturity of 365 days.
32. Financial instruments that meet the current cash cover requirements have low credit risk. The current cash cover requirements provide that evidences of indebtedness of issuers, other than government agencies, must have approved credit ratings. As a result, if the issuer of Floating Rate Securities is an entity other than a government agency, the Floating Rate Securities used by the RBC Funds for cash cover purposes will have an approved credit rating as required by NI 81-102.

33. Given the frequent interest rate resets, the nature of the issuer and the adequate liquidity of Floating Rate Securities, the risk profile and the other characteristics of Floating Rate Securities are similar to those of short-term debt, which constitute cash cover under NI 81-102.

Money Market Funds

34. Under NI 81-102, in order to qualify as money market funds, the issuers of Money Market Funds are restricted to investments that are, for the most part, considered to be cash cover.
35. If the direct investments of the Money Market Funds would constitute cash cover under NI 81-102, then indirectly holding these investments through an investment in the Money Market Funds should also satisfy the cash cover requirements of NI 81-102.

Using Put Options as Cover for Long Positions in Futures, Forwards and Swaps

36. Sections 2.8(1)(d) and 2.8(1)(f)(i) of NI 81-102 do not permit covering the position in long positions in futures and forwards and positions in swaps for a period when a Fund is entitled to receive payments under the swap, in whole or in part with a right or obligation to sell an equivalent quantity of the underlying interest of the future, forward or swap. Accordingly, those sections of NI 81-102 do not permit the use of put options or short future, forward or swap positions to cover long future, forward or swap positions.
37. Regulatory regimes in other countries recognize the hedging properties of options for all categories of derivatives, including long positions evidenced by standardized futures or forwards or in respect of swaps where a fund is entitled to receive payments from the counterparty, provided they are covered by an amount equal to the difference between the market price of a holding and the strike price of the option that was bought or sold to hedge it. NI 81-102 effectively imposes the requirement to overcollateralize, since the maximum liability to the fund under the scenario described is equal to the difference between the market value of the long and the exercise price of the option. Overcollateralization imposes a cost on a mutual fund.
38. Section 2.8(1)(c) of NI 81-102 permits a mutual fund to write a put option and cover it with buying a put option on an equivalent quantity of the underlying interest of the written put option. This position has similar risks as a long position in a future, forward or swap and the RBC Funds should be permitted to cover a long position in a future, forward or swap with a put option or short future, forward or swap position.

Derivative Policies and Risk Management

- 39. The Filer is responsible for managing the risks associated with the use of derivatives. The Filer has written guidelines that set out the objectives and goals for derivatives trading, which are established and reviewed annually by the board of directors of the Filer.
- 40. In addition, the Filer has written control policies and procedures in place that set out the risk management procedures applicable to derivatives trading. These policies and procedures set out specific procedures for the authorization, documentation, reporting, monitoring and review of derivative strategies ensuring that these functions are performed by individuals independent of those who trade.
- 41. Limits and controls on derivatives trading are part of the Filer's compliance regime. All derivatives transactions are reviewed by a specially trained team that ensures that the derivative positions of the funds are within the existing control policies and procedures.
- 42. The derivative contracts entered into on behalf of the RBC Funds must be in accordance with the investment objectives and strategies of each of the RBC Funds.
- 43. The prospectus and annual information form of the RBC Funds discloses the internal controls and risk management processes of the Filer regarding the use of derivatives and, upon renewal, will include disclosure of the nature of the Requested Relief being sought in respect of the RBC Funds.
- 44. Without the Requested Relief the RBC Funds will not have the flexibility to enhance yield and to manage more effectively their exposure under specified derivatives.

- (b) the Floating Rate Securities are floating rate evidences of indebtedness with the principal amounts of the obligations that will continue to have a market value of approximately par at the time of each change in the rate to be paid to the holders of the evidences of indebtedness;
- (c) if the Floating Rate Securities are issued by a person or company other than a government or "permitted supranational agency" as defined in NI 81-102, the Floating Rate Securities must have an "approved credit rating" as defined in NI 81-102;
- (d) if the Floating Rate Securities are issued by a government or permitted supranational agency, the Floating Rate Securities have their principal and interest fully and unconditionally guaranteed by
 - (I) the government of Canada or the government of a jurisdiction in Canada; or
 - (II) the government of the United States of America, the government of one of the states of the United States of America, the government of another sovereign state or a "permitted supranational agency" as defined in NI 81-102, if, in each case, the Floating Rate Securities have an "approved credit rating" as defined in NI 81-102; and
- (e) the Floating Rate Securities meet the definition of "conventional floating rate debt instrument" in section 1.1 of NI 81-102;

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Makers with the jurisdiction to make the Decision has been met. The decision of the Decision Makers under the Legislation is that the Requested Relief is granted provided that:

- 1. the Fixed Income Securities have a remaining term to maturity of 365 days or less and have an "approved credit rating" as defined in NI 81-102;
- 2. the Floating Rate Securities meet the following requirements:
 - (a) the floating interest rates of the Floating Rate Securities reset no later than every 185 days;

- 3. a RBC Fund shall not open or maintain a long position in a debt-like security that has a component that is a long position in a forward contract, or in a standardized future or forward contract unless the RBC Fund holds
 - (a) cash cover in an amount that, together with margin on account for the specified derivative and the market value of the specified derivative, is not less than, on a daily mark-to-market basis, the underlying market exposure of the specified derivative;
 - (b) a right or obligation to sell an equivalent quantity of the underlying interest of the future or forward contract, and cash

SCHEDULE A

cover that together with margin on account for the position, is not less than the amount, if any, by which the strike price of the future or forward contract exceeds the strike price of the right or obligation to sell the underlying interest; or

(c) a combination of the positions referred to in subparagraphs (a) and (b) that is sufficient, without recourse to other assets of the RBC Fund, to enable the RBC Fund to acquire the underlying interest of the future or forward contract;

4. a RBC Fund shall not enter into or maintain a swap position unless for periods when the RBC Fund would be entitled to receive fixed payments under the swap, the RBC Fund holds

(a) cash cover in an amount that, together with margin on account for the swap and the market value of the swap, is not less than, on a daily mark-to-market basis, the underlying market exposure of the swap;

(b) a right or obligation to enter into an offsetting swap on an equivalent quantity and with an equivalent term and cash cover that together with margin on account for the position is not less than the aggregate amount, if any, of the obligations of the RBC Fund under the swap less the obligations of the RBC Fund under such offsetting swap; or

(c) a combination of the positions referred to in clauses (a) and (b) that is sufficient, without recourse to other assets of the RBC Fund, to enable the RBC Fund to satisfy its obligations under the swap.

5. at the time of the next renewal and all subsequent renewals of the prospectus and annual information form the RBC Fund shall:

(a) disclose the nature and terms of this relief in the annual information form of the RBC Fund with a cross reference thereto in the prospectus of the RBC Fund; and

(b) shall include a summary of the nature and terms of this relief in the prospectus of the RBC Fund under the Investment Strategies section or in the introduction to Part B of the prospectus with a cross reference thereto under the Investment Strategies section for the RBC Fund.

- RBC Canadian T-Bill Fund
- RBC Canadian Short-Term Income Fund
- RBC Bond Fund
- RBC Canadian Bond Index Fund
- RBC Monthly Income Fund
- RBC \$U.S. Income Fund
- RBC Global Bond Fund
- RBC Global Corporate Bond Fund
- RBC Advisor Canadian Bond Fund
- RBC Global High Yield Fund
- RBC Cash Flow Portfolio
- RBC Enhanced Cash Flow Portfolio
- RBC Balanced Fund
- RBC Tax Managed Return Fund
- RBC Balanced Growth Fund
- RBC Jantzi Balanced Fund
- RBC Select Conservative Portfolio
- RBC Select Balanced Portfolio
- RBC Select Growth Portfolio
- RBC Select Aggressive Growth Portfolio
- RBC Select Choices Conservative Portfolio
- RBC Select Choices Balanced Portfolio
- RBC Select Choices Growth Portfolio
- RBC Select Choices Aggressive Growth Portfolio
- RBC Target 2010 Education Fund
- RBC Target 2015 Education Fund
- RBC Target 2020 Education Fund
- RBC Target 2025 Education Fund
- RBC Canadian Dividend Fund
- RBC Canadian Equity Fund
- RBC Jantzi Canadian Equity Fund
- RBC Canadian Index Fund
- RBC O'Shaughnessy Canadian Equity Fund
- RBC O'Shaughnessy All-Canadian Equity Fund
- RBC Canadian Diversified Income Trust Fund
- RBC North American Dividend Fund
- RBC North American Value Fund
- RBC North American Growth Fund
- RBC U.S. Equity Fund
- RBC U.S. Equity Currency Neutral Fund
- RBC U.S. Index Fund
- RBC U.S. Index Currency Neutral Fund
- RBC O'Shaughnessy U.S. Value Fund
- RBC U.S. Mid-Cap Equity Fund
- RBC U.S. Mid-Cap Equity Currency Neutral Fund
- RBC O'Shaughnessy U.S. Growth Fund
- RBC Life Science and Technology Fund
- RBC International Equity Fund
- RBC International Index Currency Neutral Fund
- RBC O'Shaughnessy International Equity Fund
- RBC European Equity Fund
- RBC Asian Equity Fund
- RBC Global Dividend Growth Fund (formerly, RBC Global Titans Fund)
- RBC Jantzi Global Equity Fund
- RBC O'Shaughnessy Global Equity Fund
- RBC Global Energy Fund
- RBC Global Precious Metals Fund
- RBC Global Consumer and Financials Fund
- RBC Global Health Sciences Fund
- RBC Global Resources Fund

“Leslie Byberg”
 Acting Director, Investment Funds Branch
 Ontario Securities Commission

RBC Global Technology Fund
RBC DS North American Focus Fund
RBC DS Canadian Focus Fund
RBC DS International Focus Fund
RBC DS Balanced Global Portfolio
RBC DS Growth Global Portfolio
RBC DS All Equity Global Portfolio
RBC Private Short-Term Income Pool
RBC Private Canadian Bond Pool
RBC Private Corporate Bond Pool
RBC Private Income Pool
RBC Private Global Bond Pool
RBC Private Canadian Dividend Pool
RBC Private Canadian Growth and Income Equity Pool
RBC Private Canadian Equity Pool
RBC Private Canadian Value Equity Pool
RBC Private O'Shaughnessy Canadian Equity Pool
RBC Private Core Canadian Equity Pool
RBC Private Canadian Mid Cap Equity Pool
RBC Private U.S. Equity Pool
RBC Private U.S. Value Equity Pool
RBC Private O'Shaughnessy U.S. Value Equity Pool
RBC Private U.S. Growth Equity Pool
RBC Private O'Shaughnessy U.S. Growth Equity Pool
RBC Private U.S. Mid Cap Equity Pool
RBC Private U.S. Small Cap Equity Pool
RBC Private International Equity Pool
RBC Private EAFE Equity Pool
RBC Private Overseas Equity Pool
RBC Private European Equity Pool
RBC Private Asian Equity Pool
RBC Private Global Dividend Growth Pool (formerly, RBC Private Global Titans Equity Pool)
RBC Private World Equity Pool

2.1.5 CIBC Asset Management Inc. et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – mutual funds granted relief from preparing annual management report of fund performance as only in existence for ten days prior to first fiscal year end.

Applicable Legislative Provisions

National Instrument 81-106 Investment Fund Continuous Disclosure, s. 4.2.

November 13, 2007

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

AND

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

AND

**IN THE MATTER OF
CIBC ASSET MANAGEMENT INC.
(the Filer)**

AND

**IN THE MATTER OF
RENAISSANCE OPTIMAL INCOME PORTFOLIO AND
RENAISSANCE GLOBAL INFRASTRUCTURE FUND
(the Funds)**

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 (the **Legislation**) of the Jurisdictions exempting the Funds from the requirement contained in section 4.2 of National Instrument 81-106 - *Investment Funds Continuous Disclosure (NI 81-106)* requiring an investment fund that is a reporting issuer to file a management report of fund performance (MRFP) from the period of its organization to August 31, 2007, as would otherwise be required pursuant to applicable Legislation (the **Requested Relief**).

Decisions, Orders and Rulings

Under the Mutual Reliance Review System (**MRRS**) for Exemption 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

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

1. The Filer is a corporation established under the laws of Ontario and is the manager and trustee of the Funds.
2. The Funds are open-ended mutual funds trusts established and organized under the laws of the Province of Ontario on August 15, 2007 pursuant to an amended and restated master declaration of trust dated as of June 27, 2006, as amended.
3. The Funds became reporting issuers on August 21, 2007, the date on which a receipt for the final simplified prospectus and annual information form dated August 20, 2007 (the **Prospectus**) in respect of the Funds was issued by the Decision Makers.
4. The fiscal year end of the Funds is August 31. Pursuant to section 4.2 of NI 81-106, and subject to any relief obtained pursuant to this application, the Funds would be required to prepare and file in the Jurisdictions an annual MRFP for the period ended August 31, 2007.
5. Units of the Funds will only be offered for sale to the public on or about November 8, 2007. Accordingly, no units, other than for seed capital purposes, were issued as of August 31, 2007.
6. The Funds carried on no relevant investment activities from the date of their organization until their fiscal year-end and accordingly would have no meaningful information to report in the financial highlights for the purposes of the preparation of an MRFP.
7. The benefit of preparing and filing an MRFP for each Fund would be minimal in view of (i) the short period from the date of the receipt of the Prospectus, August 21, 2007, to the fiscal year end, August 31, 2007; (ii) the nature of the minimal business carried on by the Fund, and (iii)

no units of the Funds, other than for seed capital purposes, were issued as of August 31, 2007.

8. The limited activities of the Funds for the period from August 15, 2007 to August 31, 2007 do not provide meaningful information for the purposes of the preparation of an MRFP.
9. Form 81-106F1 requires a discussion of how changes to the investment fund over the financial year affected the overall level of risk associated with an investment fund, a summary of the results of operations of the investment fund for the financial year-end, and a discussion of the recent developments affecting the investment fund. Given the minimal business carried on by the Funds and the fact that the Funds filed the Prospectus close to their fiscal year end, no disclosure on these and other items required to be disclosed by Form 81-106F1 could be meaningfully provided in the MRFP.
10. Each Fund will audit its annual financial statements for the period ended August 31, 2007.
11. The expense to the Funds of preparing and filing MRFPs would not be justified in view of the benefit to be derived from receiving MRFPs.

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.

"Vera Nunes"
Assistant Manager, Investment Funds Branch
Ontario Securities Commission

2.1.6 GGOF 2007 Mining Flow-Through Limited Partnership and Guardian Group of Funds Ltd. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Exemptions granted to flow-through limited partnerships from the requirements in National Instrument 81-106 Investment Fund Continuous Disclosure to file an annual information form, to maintain and prepare an annual proxy voting record, to post the proxy voting record on their website, and to provide it to securityholders upon request – Flow-through limited partnerships are short-term investment vehicles formed solely to invest its available funds in flow-through shares of resource issuers – The securities of flow-through limited partnerships are not redeemable and there is no readily available secondary market for the securities – A flow-through limited partnership's other continuous disclosure documents will provide all relevant information necessary for investors to understand the its investment objectives and strategies, financial position and future plans.

Rules Cited

National Instrument 81-106 Investment Fund Continuous Disclosure, ss. 9.2, 10.3, 10.4, 17.1.

November 7, 2007

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

AND

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

AND

**IN THE MATTER OF
GGOF 2007 MINING FLOW-THROUGH
LIMITED PARTNERSHIP (the "Partnership")
AND GUARDIAN GROUP OF FUNDS LTD. ("GGOF")
(collectively, the "Filers")**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "Decision Maker") in each of the Jurisdictions has received an application from the Filers on behalf of the Partnership and each future limited partnership managed by GGOF that is identical to the Partnership in all respects which are

material to this decision (the "Future Partnerships" and together with the Partnership, the "Partnership Filers"), for an exemption from:

- (i) the requirement in section 9.2 of National Instrument 81-106 *Investment Fund Continuous Disclosure* ("NI 81-106") to prepare and file an annual information form (the "AIF");
- (ii) the requirement in section 10.3 of NI 81-106 to maintain a proxy voting record (the "Proxy Voting Record"); and
- (iii) the requirements in section 10.4 of NI 81-106 to prepare a Proxy Voting Record on an annual basis for the period ending June 30 of each year, to post the Proxy Voting Record on the Filers' website no later than August 31 of each year and to send the Proxy Voting Record to the limited partners of the Partnership Filers (the "Limited Partners") upon request,

((i), (ii), and (iii) are 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 facts represented by the Filers:

1. The Partnership was formed pursuant to the provisions of the *Limited Partnerships Act* (Ontario) on July 26, 2007.
2. On August 31, 2007, the Partnership became a reporting issuer in each Jurisdiction and in Prince Edward Island. Any Future Partnership will also be a reporting issuer in each Jurisdiction.
3. GGOF is the manager of the Partnership and will be the manager of the Future Partnerships. As manager, GGOF provides or will cause to be provided all of the administrative services required by the Partnership Filers.
4. The principal office address and the registered office address of the Filers are located in Toronto, Ontario.

5. The Partnership was formed, and any Future Partnerships will be formed, to invest in certain common shares ("Flow-Through Shares") of companies that operate, as their principal business, in any of the precious metals, base metals, minerals or other resource-based industries ("Resource Issuers") pursuant to agreements ("Investment Agreements") between the Partnership Filer and the Resource Issuer. Under the terms of each Investment Agreement, the Partnership Filer will subscribe for Flow-Through Shares of the Resource Issuer and the Resource Issuer will agree to incur and renounce to the Partnership Filer, in amounts equal to the subscription price of the Flow-Through Shares, expenditures in respect of resource exploration and development that qualify as Canadian exploration expense and that may be renounced as Canadian exploration expense to the Partnership Filer.
6. On or about August 31, 2009, the Partnership will be dissolved and the Limited Partners of the Partnership will receive their pro rata share of the net assets of the Partnership.
7. It is the current intention of the general partner of the Partnership that the Partnership will transfer its assets to a mutual fund corporation managed by GGOF in exchange for shares of a class of shares of a mutual fund corporation managed by GGOF that is an open-end mutual fund. Upon dissolution, the Limited Partners would receive their pro rata share of the shares of that mutual fund. Any Future Partnership will be terminated approximately two years after it is formed on the same basis as the Partnership.
8. The Partnership Filers are not, and will not be, operating businesses. Rather, each Partnership Filer is, or will be, a short-term special purpose vehicle that will be dissolved within approximately two years of its formation. The primary investment purpose of the Partnerships Filers is not to achieve capital appreciation, although this is a secondary benefit, but rather to obtain for the Limited Partners the significant tax benefits that accrue when Resource Issuers renounce resource exploration and development expenditures to the LPs through Flow-Through Shares.
9. The units of the Partnership Filers (the "Units") are not, and will not be, listed or quoted for trading on any stock exchange or market. The Units are not redeemable by the Limited Partners. Generally, Units are not transferred by Limited Partners, since Limited Partners must be holders of the Units on the last day of each fiscal year of the Partnership Filer in order to obtain the desired tax deduction.
10. Since its formation, the Partnership's activities have been limited to (i) completing the issue of the Units under its prospectus, (ii) investing its available funds in accordance with its respective investment objectives and (iii) incurring expenses as described in its prospectus. Any Future Partnerships will be structured in a similar fashion.
11. Given the limited range of business activities to be conducted by the Partnership Filers, the short duration of their existence and the nature of the investment of the Limited Partners, the preparation and distribution of an AIF by the Partnership Filers would not be of any benefit to the Limited Partners and may impose a material financial burden on the Partnership Filers. Upon the occurrence of any material change to a Partnership Filer, Limited Partners would receive all relevant information from the material change reports the Partnership Filer is required to file with the Decision Makers.
12. As a result of the implementation of NI 81-106, investors purchasing Units of the Partnership Filers were, or will be, provided with a prospectus containing written policies on how the Flow-Through Shares or other securities held by the Partnership Filer are voted (the "Proxy Voting Policies"), and had, or will have, the opportunity to review the Proxy Voting Policies before deciding whether to invest in Units.
13. Generally, the Proxy Voting Policies require that the securities of companies held by a Partnership Filer be voted in a manner most consistent with the economic interests of the Limited Partners of the Partnership Filer.
14. Given a Partnership Filer's short lifespan, the production of a Proxy Voting Record would provide Limited Partners with very little opportunity for recourse if they disagreed with the manner in which the Partnership Filer exercised or failed to exercise its proxy voting rights, as the Partnership Filer would likely be dissolved by the time any potential change could materialize.
15. Preparing and making available to Limited Partners a Proxy Voting Record will not be of any benefit to Limited Partners and may impose a material financial burden on the Partnership Filers.
16. The Filers are of the view that the Requested Relief is not against the public interest, is in the best interests of the Partnership Filers and their Limited Partners and represents the business judgment of responsible persons uninfluenced by considerations other than the best interest of the Partnership Filers and their Limited Partners.

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.

“Vera Nunes”
Assistant Manager, Investment Funds Branch
Ontario Securities Commission

2.1.7 Mackenzie Financial Corporation - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Relief granted to mutual funds from prohibition against purchasing a specified derivative the underlying interest of which is a physical commodity other than gold – Mutual funds wanting to invest in standardized futures with underlying interests in oil or natural gas as a hedge against the prices of related securities held by them – Relief granted provided purchase of standardized future is effected through the NYMEX, the standardized future is traded only for cash or an offsetting standardized future contract, and the standardized future is sold at least one day prior to the date on which delivery of the underlying commodity is due under the standardized future – National Instrument 81-102 Mutual Funds.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.3(h), 19.1.

November 14, 2007

**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, NORTHWEST
TERRITORIES, YUKON AND NUNAVUT
(the Jurisdictions)**

AND

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

AND

**IN THE MATTER OF
MACKENZIE FINANCIAL 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 on behalf of each of the Mutual Funds listed in Schedule “A” (the **Funds**) for a decision under the securities legislation of the Jurisdictions (the **Legislation**) exempting the Funds from the prohibition in paragraph 2.3(h) of National Instrument 81-102 – *Mutual Funds (NI 81-102)* to enable the Funds to invest in standardized futures (as such term is defined in Section 1.1 of NI 81-102) with underlying interests in sweet crude oil (**oil**) or natural gas (**gas**) (the **Requested Relief**) in order to hedge the risks associated with the Funds’ portfolio

investments in oil and gas securities (the **Proposed Strategy**).

Under the Mutual Reliance Review System (**MRRS**) 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

- 1. The Filer is a corporation amalgamated under the laws of Ontario and is registered as an advisor in the categories of Investment Counsel and Portfolio Manager in Ontario, Manitoba and Alberta. Mackenzie is also registered in Ontario as a dealer in the category of Limited Market Dealer, as well as registered under the *Commodity Futures Act* (Ontario) in the categories of Commodity Trading Counsel & Commodity Trading Manager. The Filer's head office is in Toronto, Ontario.
- 2. The Funds' portfolio advisor is generally either the Filer and/or another portfolio advisor or portfolio sub-advisor registered under the *Commodity Futures Act* (Ontario) or subject to an exemption from that Act.
- 3. Each of the Funds is an open-end mutual fund trust or a class of shares of a mutual fund corporation established under the laws of Ontario of which the Filer is both the trustee (in the case of mutual fund trusts) and manager.
- 4. The securities of the Funds are qualified for distribution in each of the Jurisdictions pursuant to simplified prospectuses and annual information forms that have been prepared and filed in accordance with the securities legislation of their respective Jurisdictions. The Funds are, accordingly, reporting issuers in all of the Jurisdictions.
- 5. The investment objectives and investment strategies for each of the Funds permit portfolio investments in oil and gas securities. In addition, the Filer may choose to use derivatives to hedge against losses from changes in the prices of a Fund's investments.
- 6. Of late, the price of oil has continued to trend higher to reach record highs, whereas the price of natural gas has continued to trend lower.

Canadian prices for natural gas have dropped approximately 20% since July 2007 alone, and the price of natural gas has lost more than half its value since its highs of late 2005, when it plummeted from its hurricane-assisted highs because of weak demand and high storage levels in North America. In light of both these trends, the Funds' portfolio managers have determined that it would be in the best interests of the Funds and their investors for the Funds' respective portfolio advisors or sub-advisors to have the ability to implement an appropriate risk management strategy to protect the Funds from fluctuations in the prices of oil and gas.

- 7. The Filer has considered a number of alternative strategies for risk management with respect to the prices of oil and gas, and has determined that the Proposed Strategy, for which the Requested Relief is sought, is optimal from a number of perspectives including in respect of liquidity, cost and complexity.
- 8. The Proposed Strategy would enable the Funds to trade in standardized futures contracts on the New York Mercantile Exchange (the **NYMEX**), where the underlying interests are oil and gas, as a hedge against the prices of related securities held by the Funds.
- 9. Under the Requested Relief, the Funds' portfolio advisor and/or portfolio sub-advisor(s) proposes to trade in standardized futures contracts for cash or an offsetting contract to satisfy its obligations in a standardized futures contract.

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 purchases, uses and sales of standardized futures which have underlying interests in oil or gas are made in accordance with the provisions otherwise relating to the use of specified derivatives for hedging purposes in NI 81-102 and the related disclosure otherwise required in National Instrument 81-101 – *Mutual Fund Prospectus Disclosure* and National Instrument 81-106 – *Investment Fund Continuous Disclosure*;
- (b) a standardized future contract will be traded only for cash or an offsetting standardized future contract to satisfy the obligations under the standardized future and will be sold at least one day prior to the date on which delivery of the underlying commodity is due under the standardized future;

Decisions, Orders and Rulings

- (c) the purchase of a standardized future will be effected through the NYMEX;
- (d) a Fund will not engage in the Proposed Strategy under the Decision unless and until its portfolio advisor and/or portfolio sub-advisor making purchase and sale decisions for the Funds' respective portfolios has been granted registration as a Commodity Trading Manager under the *Commodity Futures Act* (Ontario) or been granted an exemption from this registration requirement;
- (e) a Fund will not purchase a standardized future if, immediately following the purchase, all the standardized futures contracts purchased and then held by a particular Fund relate to barrels of oil and/or British Thermal Units of gas representing an aggregate value that would exceed the percentage of the total net assets of the particular Fund at that time, as set out below:
- i. Mackenzie Universal Canadian Resource Fund: 75%;
 - ii. Mackenzie Universal World Resource Class: 75%;
 - iii. Mackenzie Growth Fund: 35%;
 - iv. Mackenzie Sentinel Income Trust Fund: 25%;
 - v. Keystone Dynamic Power Small-Cap Class: 25%;
 - vi. Mackenzie Universal U.S. Dividend Income Fund: 20%;
 - vii. Mackenzie Universal North American Growth Class: 20%;
 - viii. Mackenzie Universal Global Growth Class: 20%;
 - ix. Mackenzie Universal Global Growth Fund: 20%;
 - x. Mackenzie Maxxum Global Explorer Class: 20%;
 - xi. Mackenzie Maxxum Dividend Class: 20%;
 - xii. Mackenzie Maxxum Dividend Fund: 20%;
 - xiii. Mackenzie Maxxum Dividend Growth Fund: 20%;
 - xiv. Mackenzie Maxxum Canadian Value Class: 20%;
 - xv. Mackenzie Maxxum Canadian Value Fund: 20%;
 - xvi. Mackenzie Maxxum Monthly Income Fund: 20%;
 - xvii. Symmetry Equity Class: 20%;
 - xviii. Mackenzie Cundill Canadian Security Class: 10%;
 - xix. Mackenzie Cundill Canadian Security Fund: 10%; and
 - xx. Mackenzie Cundill Canadian Balanced Fund: 10%.
- (f) each Fund will keep proper books and records of all such purchases and sales; and
- (g) each Fund will provide disclosure in its simplified prospectus of the Proposed Strategy, the risks associated with the Proposed Strategy and the exemptive relief granted under this decision prior to implementing the Proposed Strategy.

"Vera Nunes"
Assistant Manager, Investment Funds Branch
Ontario Securities Commission

**SCHEDULE "A"
THE MUTUAL FUNDS**

Mackenzie Universal Canadian Resource Fund
Mackenzie Universal World Resource Class
Mackenzie Growth Fund
Mackenzie Sentinel Income Trust Fund
Keystone Dynamic Power Small-Cap Class
Mackenzie Universal U.S. Dividend Income Fund
Mackenzie Universal North American Growth Class
Mackenzie Universal Global Growth Class
Mackenzie Universal Global Growth Fund
Mackenzie Maxxum Global Explorer Class
Mackenzie Maxxum Dividend Class
Mackenzie Maxxum Dividend Fund
Mackenzie Maxxum Dividend Growth Fund
Mackenzie Maxxum Canadian Value Class
Mackenzie Maxxum Canadian Value Fund
Mackenzie Maxxum Monthly Income Fund
Symmetry Equity Class
Mackenzie Cundill Canadian Security Class
Mackenzie Cundill Canadian Security Fund
Mackenzie Cundill Canadian Balanced Fund

**2.1.8 Creststreet Asset Management Limited et al. -
MRRS Decision**

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Relief granted to allow mutual funds to short sell up to 20% of net assets, subject to certain conditions - Prior short selling exemption revoked - National Instrument 81-102 Mutual Funds.

Applicable Legislative Provisions

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

November 16, 2007

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

AND

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

AND

**IN THE MATTER OF
CRESTSTREET ASSET MANAGEMENT LIMITED
(the "Filer")**

AND

**IN THE MATTER OF
CRESTSTREET RESOURCE CLASS
CRESTSTREET MANAGED INCOME CLASS
CRESTSTREET MANAGED EQUITY INDEX CLASS
CRESTSTREET ALTERNATIVE ENERGY CLASS
(collectively, the "Existing Funds" and,
individually, an "Existing 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 Filer, on behalf of the Existing Funds and other mutual funds established and managed by the Filer or an affiliate of the Filer after the date of this decision (the "Future Funds" and together with the Existing Funds, the "Funds"), for a decision under the securities legislation of the Jurisdictions (the "Legislation")

- (a) revoking the Prior Short Selling Exemption (as defined below) and replacing it with this decision; and
- (b) exempting the Funds from the following requirements of the Legislation (the “**Requested Relief**”), subject to certain terms and conditions:
 - (i) the requirement contained in paragraph 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;
 - (ii) the requirement contained in paragraph 2.6(c) of NI 81-102 prohibiting a mutual fund from selling securities short; and
 - (iii) 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.

Under the Mutual Reliance Review System (“**MRRS**”) 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 a company incorporated under the laws of Canada and is or will be the manager of the Funds.
- 2. Each Existing Fund is a class of shares of Creststreet Mutual Funds Limited, a mutual fund corporation established under the *Canada Business Corporations Act*.
- 3. Each Fund is or will be a reporting issuer in each of the Jurisdictions. A preliminary simplified prospectus and annual information form dated October 19, 2007 for the Creststreet Alternative Energy Fund has been filed with the Decision Makers.
- 4. The Filer proposes that each Fund be authorized to engage in a limited, prudent and disciplined amount of short selling, up to a maximum of 20%

of net assets of each Fund on a daily marked-to-market basis. The Filer is of the view that the Funds could benefit from the implementation and execution of a controlled and limited short selling strategy. This strategy would operate as a complement to the Funds’ current primary discipline of buying securities with the expectation that they will appreciate in market value.

- 5. Under a MRRS decision dated November 3, 2004 (the “**Prior Decision**”), three of the Existing Funds, namely Creststreet Resource Class, Creststreet Managed Income Class and Creststreet Managed Equity Index Class (together, the “**Prior Decision Funds**”) were granted relief from the requirements in sections 2.6(a), 2.6(c) and 6.1(1) of NI 81-102 so as to be able to sell securities short up to 10% of total assets on a daily marked-to-market basis, subject to certain conditions (the “**Prior Short Selling Exemption**”). The Prior Decision also granted the Creststreet Resource Fund an exemption from section 10.3 of NI 81-102.
- 6. The Filer wishes to increase the Prior Decision Funds’ ability to engage in short sales from 10% to 20% of net assets of each Fund on a daily marked-to-market basis. The Filer also wishes for the Creststreet Alternative Energy Fund and all Future Funds to have the ability to short sell up to 20% of net assets. The Filer therefore requests that the Prior Short Selling Exemption granted under the Prior Decision be revoked and replaced with this decision.
- 7. 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.
- 8. 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\$100 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
- (ii) the securities will be bonds, debentures or other evidences of indebtedness of or guaranteed by:
 - A. the Government of Canada or any province or territory of Canada; or
 - B. the Government of the United States of America;
- (e) at the time securities of a particular issuer are sold short:
 - (i) the aggregate market value of all securities of that issuer sold short by the Fund will not exceed 5% 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 120% (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 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 Prior Short Selling Exemption is revoked and that the Requested Relief is granted provided that in respect of each Fund:

1. the aggregate market value of all securities sold short by the Fund does not exceed 20% 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. 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;
6. any short sale made by the Fund is subject to compliance with the investment objective of the Fund;
7. the Requested Relief will not apply to a Fund that is classified as a money market fund or a short-term income fund;
8. 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;
9. 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 total assets of the Fund, taken at market value as at the time of the deposit;
10. the security interest provided by a 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;
11. 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;
12. 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 in the risk management process;
 - (c) the trading limits or other controls on short selling in place 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;
13. this decision 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.

"Vera Nunes"
Assistant Manager, Investment Funds Branch
Ontario Securities Commission

2.1.9 Pure Industrial Real Estate Trust - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Filer not yet been required to file its current annual financial statements - Filer does not qualify for new reporting issuer exemption - Relief granted from the requirement that an issuer has a current annual information form and current annual financial statements to file a short form prospectus, subject to conditions.

Applicable Ontario Rules

National Instrument 41-101 - Short Form Prospectus Distributions, Part 2.

Applicable Ontario Policies

National Policy 12-201 - Mutual Reliance Review System for Exemptive Relief Applications, s. 5.3.

November 16, 2007

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

AND

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

AND

**IN THE MATTER OF
PURE INDUSTRIAL REAL ESTATE TRUST
(the Filer)**

MRRS DECISION DOCUMENT

Background

1 The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) for an exemption from the requirement of the Legislation that an issuer have a current annual information form (AIF) and current annual financial statements in at least one jurisdiction in which it is a reporting issuer, in order to qualify to file a short form prospectus under National Instrument 44-101 *Short Form Prospectus Distributions* (the Requested Relief).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

- 1. the Filer is an unincorporated, open-ended real estate investment trust created on June 24, 2007 under and governed by the laws of British Columbia;
- 2. the Filer's financial year end is December 31;
- 3. the Filer filed a final prospectus dated August 13, 2007, with the securities regulatory authorities for each of the Jurisdictions in order to qualify the distribution of 4,750,000 of its units (the Final Prospectus) and completed its initial public offering of those units on August 22, 2007 (the IPO);
- 4. the proceeds from the IPO were used primarily to acquire a portfolio of 10 single-tenant industrial properties located in British Columbia, Alberta, Manitoba, Ontario and Quebec (the Initial Portfolio);
- 5. prior to their acquisition by the Filer, the properties comprising the Initial Portfolio had been owned and operated by Sunstone Opportunity Fund (2005) Limited Partnership (Sunstone (2005) LP) for periods of between 13 and 20 months; of the ten properties comprising the Initial Portfolio, Sunstone (2005) LP acquired one property in January 2006, eight properties in March 2006 and one property in July 2006; the two directors and officers of the general partner of Sunstone (2005) LP are two of the founding trustees of the Filer and are the sole directors and officers of the entity engaged by the Filer to provide advisory and management services to the Filer concerning the operation of its business;

6. prior to their acquisition by Sunstone (2005) LP, the properties comprising the Initial Portfolio were either (i) newly constructed (in the case of one property); (ii) owned by an entity affiliated with the tenant of the property (in the case of eight properties); or (iii) owned by a privately-held company; as a result, financial statements for the operations of the properties prior to their acquisition by Sunstone (2005) LP were not available;
7. the Final Prospectus included the following financial statements:
 - (a) an audited balance sheet of the Filer as at June 24, 2007;
 - (b) an unaudited pro forma consolidated balance sheet of the Filer as at March 31, 2007, and unaudited pro forma statements of operations of the Filer for the three months ended March 31, 2007 and for the period ended December 31, 2006;
 - (c) an audited combined balance sheet of nine of the ten properties comprising the Initial Portfolio as at March 31, 2007 and December 31, 2006, and the combined statements of earnings and owner's equity and cash flows for such properties for the three months ended March 31, 2007 and for the period from March 31, 2006 (their date of acquisition) to December 31, 2006; and
 - (d) an audited balance sheet of the remaining property comprising the Initial Portfolio as at March 31, 2007 and December 31, 2006, and the statements of earnings and owner's equity and cash flows for such property for the three months ended March 31, 2007 and for the period from January 9, 2006 to December 31, 2006.
8. the Filer's units are currently listed on the TSX Venture Exchange under the symbol "AAR.UN"; the Filer's operations have not ceased;
9. the Filer is a reporting issuer in each of the Jurisdictions and, to the best of its knowledge, is not in default of any requirement of the Legislation;
10. the Filer is an electronic filer under National Instrument 13-101 *System for Electronic Documents Analysis and Retrieval (SEDAR)*;
11. the Filer has filed with the securities regulatory authority in each Jurisdiction all periodic and timely disclosure documents that it is required to have filed in the Jurisdiction under the Legislation;
12. the Filer wishes to file a short form prospectus under NI 44-101;
13. except for not having a current AIF and current annual financial statements in at least one jurisdiction in which it is a reporting issuer, the Filer would otherwise be qualified to file a prospectus in the form of a short form prospectus under NI 44-101;
14. the Filer has not been exempted from the requirement of the applicable continuous disclosure rule (the CD rule) to file annual financial statements and the Filer has not yet been required under the applicable CD rule to file such financial statements;
15. under section 2.7 of NI 44-101, an issuer that has filed and obtained a receipt for a prospectus that included the Filer's comparative annual financial statements for its most recently completed financial year is exempt from having a current AIF and current annual financial statements in order to be entitled to file a short form prospectus (the New Reporting Issuer Exemption); however, the comparative annual financial statements contained in the Final Prospectus:
 - (a) are those of the Initial Portfolio, which the Filer acquired with the proceeds from the IPO; and
 - (b) represent, in respect of the financial year ended December 31, 2006, being the most recently completed financial year, a period of less than 12 months, as financial information for the period prior to the acquisition of the Initial Portfolio by Sunstone (2005) LP was not available.
16. the acquisition of the Initial Portfolio by the Filer from Sunstone (2005) LP does not represent a change in the substance of the business operation of the Initial Portfolio and therefore does not prevent the Filer from presenting comparative

financial information for the Initial Portfolio prior to its acquisition by the Filer; and

17. the comparative financial statements presented in the Final Prospectus should be considered as being the annual financial statements of the Filer and therefore the Filer should be entitled to rely upon the New Reporting Issuer Exemption.

Decision

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

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted, provided that the Filer's business continues to be, in all material respects, the same as the business of Sunstone (2005) LP.

This decision is valid to the extent that the Filer:

- (a) is not exempt from the requirement in the applicable CD rule to file annual financial statements within a prescribed period after its financial year end; and
- (b) has not yet been required under the applicable CD rule to file annual financial statements.

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

2.1.10 Sandler O'Neill & Partners, L.P. - s. 6.1(1) of NI 31-102 National Registration Database and s. 6.1 of OSC Rule 13-502 Fees

Headnote

Applicant seeking registration as an international dealer is exempted from the electronic funds transfer requirement pursuant to subsection 6.1(1) of National Instrument 31-102 National Registration Database and activity fee contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 Fees is waived in respect of this discretionary relief, subject to certain conditions.

Rules Cited

National Instrument 31-102 National Registration Database (2007) 30 OSCB 5430, s. 6.1.
Ontario Securities Commission Rule 13-502 Fees (2003) 26 OSCB 867, ss. 4.1, 6.1.

November 19, 2007

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

AND

**IN THE MATTER OF
SANDLER O'NEILL & PARTNERS, L.P.**

**DECISION
(Subsection 6.1(1) of National Instrument 31-102
National Registration Database and Section 6.1 of
Ontario Securities Commission Rule 13-502 Fees)**

UPON the Director having received the application of Sandler O'Neill & Partners, L.P. (the **Applicant**) for an order pursuant to subsection 6.1(1) of National Instrument 31-102 *National Registration Database (NI 31-102)* granting the Applicant relief from the electronic funds transfer requirement contemplated under NI 31-102 and for relief from the activity fee requirement contemplated under section 4.1 of Ontario Securities Commission Rule 13-502 *Fees (Rule 13-502)* in respect of this discretionary relief;

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

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

1. The Applicant is a limited partnership formed under the laws of the State of Delaware and carrying on business in the State of New York in the United States. The Applicant is not a reporting issuer in any province or territory of Canada. The Applicant is currently seeking registration under the Act as an international dealer. The head office

of the Applicant is located in the State of New York.

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

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

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

- A. makes acceptable alternative arrangements with CDS for the payment of NRD fees and makes such payment within ten (10) business days of the date of the NRD filing or payment due date;
- B. pays its participation fee under the Act to the Commission by cheque, draft, money order or other acceptable means at the time of filing its application for annual renewal, which shall be no later than the first day of December in each year;
- C. pays any applicable activity fees, or other fees that the Act requires it to pay to the Commission, by cheque, draft, money order or other acceptable means at the appropriate time; and

- D. is not registered in any other Canadian jurisdiction in another category to which the EFT Requirement applies;

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

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

"David M. Gilkes"
Manager, Registrant Regulation

2.1.11 Lehman Brothers Asset Management Inc. - s. 6.1(1) of NI 31-102 National Registration Database and s. 6.1 of OSC Rule 13-502 Fees

Headnote

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

Rules Cited

National Instrument 31-102 National Registration Database (2007) 30 OSCB 5430, s. 6.1.
Ontario Securities Commission Rule 13-502 Fees (2003) 26 OSCB 867, ss. 4.1 and 6.1.

November 19, 2007

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

AND

**IN THE MATTER OF
LEHMAN BROTHERS ASSET MANAGEMENT INC.**

**DECISION
(Subsection 6.1(1) of National Instrument 31-102
National Registration Database and Section 6.1 of
Ontario Securities Commission Rule 13-502 Fees)**

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

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

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

1. The Applicant is organized as a corporation under the laws of the State of Delaware in the United States. The Applicant is not a reporting issuer in any province or territory of Canada. The Applicant is seeking registration under the Act as an international adviser. The head office of the Applicant is located in New York, New York, USA.

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

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

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

- A. makes acceptable alternative arrangements with CDS for the payment of NRD fees and makes such payment within ten (10) business days of the date of the NRD filing or payment due date;
- B. pays its participation fee under the Act to the Commission by cheque, draft, money order or other acceptable means at the time of filing its application for annual renewal, which shall be no later than the first day of December in each year;
- C. pays any applicable activity fees, or other fees that the Act requires it to pay to the Commission, by cheque, draft, money order or other acceptable means at the appropriate time; and
- D. is not registered in any other Canadian jurisdiction in another category to which the EFT Requirement applies;

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

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

"David M. Gilkes"
Manager, Registrant Regulation

2.1.12 Lehman Brothers Asset Management LLC - s. 6.1(1) of NI 31-102 National Registration Database and s. 6.1 of OSC Rule 13-502 Fees

Headnote

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

Rules Cited

National Instrument 31-102 National Registration Database (2007) 30 OSCB 5430, s. 6.1.
Ontario Securities Commission Rule 13-502 Fees (2003) 26 OSCB 867, ss. 4.1, 6.1.

November 19, 2007

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

AND

**IN THE MATTER OF
LEHMAN BROTHERS ASSET MANAGEMENT LLC
DECISION
(Subsection 6.1(1) of National Instrument 31-102
National Registration Database and Section 6.1 of
Ontario Securities Commission Rule 13-502 Fees)**

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

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

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

1. The Applicant is organized as a limited liability company under the laws of the State of Delaware in the United States. The Applicant is not a reporting issuer in any province or territory of Canada. The Applicant is seeking registration under the Act as an international adviser. The

head office of the Applicant is located in Chicago, Illinois, USA.

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

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

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

- A. makes acceptable alternative arrangements with CDS for the payment of NRD fees and makes such payment within ten (10) business days of the date of the NRD filing or payment due date;
- B. pays its participation fee under the Act to the Commission by cheque, draft, money order or other acceptable means at the time of filing its application for annual renewal, which shall be no later than the first day of December in each year;
- C. pays any applicable activity fees, or other fees that the Act requires it to pay to the Commission, by cheque, draft, money order or other acceptable means at the appropriate time; and

- D. is not registered in any other Canadian jurisdiction in another category to which the EFT Requirement applies;

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

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

"David M. Gilkes"
Manager, Registrant Regulation

2.1.13 Point North Energy Ltd. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications- Issuer has only one security holder- Issuer is not a reporting issuer under applicable securities laws.

Applicable Legislative Provisions

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

Citation: Point North Energy Ltd., 2007 ABASC 815

November 19, 2007

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, SASKATCHEWAN, ONTARIO, QUEBEC,
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
POINT NORTH ENERGY LTD.
(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 it be deemed to have ceased to be a reporting issuer or the equivalent thereof under the Legislation.
2. Under the Mutual Reliance Review System for Exemptive Relief Applications (**MRRS**):
 - (a) The Alberta Securities Commission (the **Commission**) is the principal regulator for this application; and
 - (b) This MRRS decision document evidences the decision of each Decision Maker.

Interpretation

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

Representations

4. This decision is based on the following representations by the Filer to each Decision Maker:
 - (a) The Filer is a corporation existing under the *Business Corporations Act* (Alberta) (the **ABCA**).
 - (b) The Filer's registered and principal office is located in Calgary, Alberta.
 - (c) On September 27, 2006, the Court of Queen's Bench of Alberta, in the Judicial District of Calgary, pursuant to an application made by the Filer, appointed a monitor under the *Companies Creditor Arrangement Act* (the **CCAA**).
 - (d) On August 30, 2007, the Filer completed a plan of arrangement with its shareholders and creditors. As a result of the plan of arrangement, all of the outstanding securities of the Filer are beneficially owned by 1285175 Alberta Ltd.
 - (e) The Filer is a reporting issuer under the Legislation in each of the Jurisdictions. The Filer ceased to be a reporting issuer in British Columbia on October 13, 2007 under BC Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status*.
 - (f) The Filer's shares were de-listed from the Toronto Stock Exchange as of the close of trading on February 21, 2007 and no securities, including debt securities of the Filer are traded on a marketplace as defined in National Instrument 21-101 *Market Place Operation*.
 - (g) The Filer does not currently intend to offer securities in Canada.
 - (h) The Filer 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.
 - (i) The Filer is not in default of any of its obligations under the Legislation other than its obligation to file its annual information form, annual financial statements, and related management's discussion and analysis under National Instrument 51-102 *Continuous Disclosure Obligations* for the fiscal year ended December 31, 2006 and the interim period ended June 30, 2007.

- (j) Upon the granting of the relief requested herein, the Filer will not be a reporting issuer or the equivalent in any jurisdiction of Canada.

Decision

5. Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.
6. The decision of the Decision Makers under the Legislation is that the Filer be deemed to have ceased to be a reporting issuer in each of the Jurisdictions.

“Blaine Young”
Associate Director, Corporate Finance
Alberta Securities Commission

2.1.14 C1 Energy Ltd. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for an order that the issuer is not a reporting issuer.

Ontario Statutes

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 1(10)(b).

Citation: C1 Energy Ltd., 2007 ABASC 788

November 20, 2007

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

AND

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

AND

**IN THE MATTER OF
C1 ENERGY LTD.
(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 for the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that it be deemed to have ceased to be a reporting issuer or the equivalent thereof under the Legislation (the **Requested Relief**).
2. Under the Mutual Reliance Review System for Exemptive Relief Applications (**MRRS**):
 - (a) The Alberta Securities Commission is the principal regulator for this application; and
 - (b) This MRRS decision document evidences the decision of each Decision Maker.
3. Defined terms contained in National Instrument 14-101 *Definitions* have the same meanings in

this decision unless they are defined in this decision.

Representations

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

- (a) The Filer was incorporated under the *Business Corporations Act (Alberta)* (the **ABCA**) by certificate of incorporation dated September 25, 2003 under the name 1068370 Alberta Ltd. On October 29, 2003, the Filer filed Articles of Amendment to change its name to "C1 Energy Ltd.". On December 16, 2004, as part of a plan of arrangement completed under the ABCA, the Filer amalgamated with Extreme Energy Corporation.
- (b) The head office and registered office of the Filer is located in Calgary, Alberta.
- (c) The authorized capital of the Filer currently consists of an unlimited number of common shares (the **Common Shares**) and 1,442,000 performance shares. As of the date hereof, there are 35,742,747 Common Shares issued and outstanding, all of which are held beneficially by 1329813 Alberta Ltd. (**AcquisitionCo.**), an indirect wholly owned subsidiary of Penn West Energy Trust.
- (d) Pursuant to a take-over bid dated June 15, 2007 made by AcquisitionCo. and the compulsory acquisition on September 18, 2007 of all Common Shares not then owned by AcquisitionCo. pursuant to Part 16 of the ABCA, all of the issued and outstanding Common Shares of the Filer were acquired by AcquisitionCo.
- (e) The Filer is a reporting issuer or the equivalent in the provinces of Alberta, British Columbia, Saskatchewan, Manitoba, Quebec, Ontario, New Brunswick, Newfoundland and Labrador and Nova Scotia.
- (f) The Filer has no other securities outstanding other than the Common Shares owned by AcquisitionCo.
- (g) The Filer has no current intention to seek public financing by way of an offering of securities.
- (h) The Common Shares were de-listed from the Toronto Stock Exchange on September 25, 2007 and no securities of the Filer are listed or traded on a

marketplace as defined in National Instrument 21-101 *Marketplace Operation*.

- (i) The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly by fewer than 15 security holders in each of the Jurisdictions and fewer than 51 security holders in Canada.
- (j) On September 27, 2007 the Filer filed a notice under BC Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status* and received confirmation from the BCSC that the Filer ceased to be a reporting issuer in British Columbia effective October 7, 2007.
- (k) The Filer is not in default of any of its obligations as a reporting issuer under the Legislation, other than its obligation to file its annual information form, annual financial statements, and related management's discussion and analysis under National Instrument 51-102 *Continuous Disclosure Obligations* and annual certificates under Multilateral Instrument 52-109 *Certification of Disclosure in Filings*, in each case, for the year ended July 31, 2007.
- (l) Upon the grant of the relief requested herein, the Filer will not be a reporting issuer or the equivalent in any jurisdiction of Canada.

Decision

- 5. Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.
- 6. The decision of the Decision Makers under the Legislation is that the Requested Relief is granted.

"Blaine Young"
Associate Director, Corporate Finance
Alberta Securities Commission

2.1.15 TD Asset Management Inc. et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Relief granted to permit portfolio manager, on behalf of certain funds, to continue to purchase and sell mortgages from and to affiliates of the portfolio manager past November 1, 2007 – Section 7.2 of National Instrument 81-107 Independent Review Committee for Investment funds causes prior relief to expire on November 1, 2007 – New relief now issued on revised conditions which contemplate IRC approval.

Applicable Legislative Provisions

Securities Act (Ontario), ss. 117(1)(a), 117(1)(c), 118(2)(b), 121(2)(a)(ii).

November 1, 2007

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

AND

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

AND

**IN THE MATTER OF
TD ASSET MANAGEMENT INC. (THE FILER)
AND
TD MORTGAGE FUND,
TD SHORT TERM BOND FUND,
TD MONTHLY INCOME FUND,
TD PRIVATE CANADIAN BOND INCOME FUND,
TD PRIVATE CANADIAN CORPORATE BOND FUND
AND TD PRIVATE CANADIAN BOND RETURN FUND**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the **Decision Maker**) in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, and Newfoundland & Labrador (the **Jurisdictions**) has received an application from the Filer, in its own capacity and on behalf of TD Mortgage Fund, (the **Mortgage Fund**), TD Short Term Bond Fund and TD Monthly Income Fund (collectively, the **Income Funds**), TD Private Canadian Bond Income Fund, TD Private Canadian Corporate Bond Fund and TD Private Canadian Bond Return Fund (collectively, the **Private**

Funds and together with the Mortgage Fund and Income Funds, the **Funds**, and individually, the **Fund**) for a decision (the **Decision**) under the securities legislation of the Jurisdictions (the **Legislation**) that the following provisions of the Legislation do not apply to the Filer, in respect of the purchase or sale of mortgages that the Filer may cause a Fund to enter into with affiliates of the Filer:

- (a) the provision requiring the management company of a mutual fund or, in British Columbia, a mutual fund manager, to file a report relating to
 - (i) every purchase or sale of securities between the mutual fund and any related person or company, and
 - (ii) every purchase or sale effected by the mutual fund through any related person or company with respect to which the related person or company received a fee either from the mutual fund or from the other party to the transaction or both,

within thirty days after the end of the month in which the purchase or sale occurs (the **Reporting Requirements**); and

- (b) the provision prohibiting a portfolio manager from knowingly causing any investment portfolio managed by it to purchase or sell the securities of any issuer from or to the account of a "responsible person" as defined in the Legislation and, in British Columbia, from or sold to an associated party of a registrant (the **Investment Prohibition**)

(the Reporting Requirements and the Investment Prohibition are collectively, the **Requested Relief**).

Under the Mutual Reliance Review System for Exemptive Relief Applications

- (a) the Ontario Securities Commission (the **OSC**) is the principal regulator for this application;
- (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 established under and governed by the laws of Ontario and is the manager and trustee of each of the Funds. It is registered with all the provincial and territorial securities regulators as an investment counselor

- and portfolio manager or their equivalents, registered as a limited market dealer with the OSC and the Securities Commission of Newfoundland and Labrador, and registered as a commodity trading manager with the OSC. The Filer is a wholly-owned subsidiary of The Toronto-Dominion Bank (the **Bank**). The head office of the Filer is located in Toronto, Ontario.
2. Each of the Funds is an open-ended mutual fund trust established under the laws of Ontario. Units of the Funds are qualified for sale in each of the provinces and territories of Canada (the **Prospectus Jurisdictions**) under a number of simplified prospectuses and annual information forms filed in and accepted by each of the Prospectus Jurisdictions (collectively, such prospectuses and annual information forms are referred to herein as the **Prospectus**).
 3. The investment objective of the Mortgage Fund, as disclosed in its current Prospectus, is to provide a steady stream of interest income by investing in a diversified portfolio consisting primarily of high-quality Canadian residential mortgages bought from and administered by the TD Bank Financial Group. It may invest in uninsured conventional mortgages, mortgages insured under the National Housing Act or by an insurance company and Canadian mortgage-backed securities.
 4. The Income Funds and the Private Funds are not precluded from investing in "guaranteed mortgages" as defined in National Instrument 81-102 - Mutual Funds.
 5. Purchases and sales of mortgages may occur in all Jurisdictions.
 6. The Funds were granted the requested relief in connection with the purchase and sale of mortgages between the Funds and the Bank and The Canada Trust Company (collectively, the **TDAM Affiliates** or a **TDAM Affiliate**) pursuant to an MRRS Decision Document dated October 19, 2001 (the **Prior MRRS Decision**) and a letter dated October 19, 2001, (the **Prior 81-102 Relief**) (the Prior MRRS Decision and Prior 81-102 Relief are collectively, the **Prior Relief**).
 7. Section 7.2 of National Instrument 81-107 *Independent Review Committee for Investment Funds (NI 81-107)* will cause the Prior Relief to expire on November 1, 2007. Section 7.2 of NI 81-107 provides that any exemption under a provision of securities legislation that was effective before NI 81-107 came into force and that deals with the matters that NI 81-107 regulates will expire on November 1, 2007. Accordingly, the Prior Relief will expire on November 1, 2007.
 8. NI 81-107 does not provide an exemption for principal trading of securities of the type contemplated by the Requested Relief.
 9. In order for the Funds to continue to have the ability to purchase/sell mortgages from/to the TDAM Affiliates, the Filer needs discretionary relief from the Investment Prohibition and the Reporting Requirements.
 10. The Filer will not cause any Income Fund or Private Fund to purchase guaranteed mortgages, whether or not from the TDAM Affiliates if, immediately after the purchase, more than 10 percent of the net assets of the Income Fund or Private Fund, taken at market value at the time of the purchase, would consist of guaranteed mortgages.
 11. National Policy Statement No. 29 (**NP 29**) permits a mutual fund to acquire mortgages from a lending institution on a non-arm's length basis, subject to compliance with specified pricing or valuation and disclosure conditions.
 12. The Filer will cause a Fund to purchase/sell a mortgage (in the case of the Mortgage Fund) or a guaranteed mortgage (in the case of the Income Funds and the Private Funds) from/to a TDAM Affiliate only if
 - (a) the transaction is made in accordance with clause 2.4(c) of Section III of NP 29 such that:
 - (i) the purchase or sale is made at the principal amount which will produce a yield to the Fund of not more than a quarter of one percent less than the interest rate at which the TDAM Affiliate is making commitments, at the time of purchase, to loan on the security of comparable mortgages or guaranteed mortgages; and
 - (ii) in the case of a purchase of a mortgage or guaranteed mortgage, as the case may be,
 - (A) the TDAM Affiliate that sells it to the Fund enters into an agreement (the **Repurchase Agreement**) with the Fund whereby the TDAM Affiliate that sells the mortgage or guaranteed mortgage is obligated to repurchase it if the mortgage or guaranteed mort-

gage goes into default for more than 90 days and in circumstances benefiting the Fund,

(B) the Filer considers that the Repurchase Agreement is sufficient to justify the difference in yield referred to in subparagraph (a) above;

- (b) the Bank guarantees the performance of the other TDAM Affiliate under the Repurchase Agreement referred to in paragraph (a)(ii)(A) above;
- (c) the Filer causes the Funds to comply with the disclosure provisions of Section IV of NP 29; and
- (d) the Filer causes each Fund to include disclosure in its Prospectus that the Fund will engage in principal transactions in mortgages or guaranteed mortgages, as the case may be, with the TDAM Affiliates.

13. An independent review committee (**IRC**) has been constituted for each of the Funds, and other mutual funds managed by the Filer in accordance with the requirements of NI 81-107.

14. The IRC has, or prior to November 1, 2007 will have, reviewed and assessed the adequacy and effectiveness of the Filer's Mortgage Fund Policies and Procedures regarding the purchase and sale of mortgages (**Mortgage Transactions**) between the Funds and the TDAM Affiliates and issued standing instructions to the Filer approving Mortgage Transactions carried out in accordance with the Filer's Mortgage Fund Policies and Procedures.

15. In the absence of this Decision, the Filer

- (a) is prohibited by the Investment Prohibition from causing the Funds to engage in Mortgage Transactions with TDAM Affiliates which are responsible persons under the Legislation or an associated party in British Columbia; and
- (b) is obligated to comply with the monthly Reporting Requirements in respect of Mortgage Transactions with TDAM Affiliates.

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, pursuant to the Legislation, is that

1. the Investment Prohibition does not apply so as to prevent the Filer from causing the Funds to engage in Mortgage Transactions with TDAM Affiliates provided that:

- (a) the purchase or sale is consistent with, or is necessary to meet, the investment objective of the Fund;
- (b) the IRC of the Fund has approved the transaction in accordance with section 5.2(2) of NI 81-107;
- (c) the manager of the Fund complies with section 5.1 of NI 81-107 and the manager and the IRC of the Fund comply with section 5.4 of NI 81-107 for any standing instructions the IRC provides in connection with the transactions; and
- (d) the Fund keeps the written records required by section 6.1(2)(g) of NI 81-107.

2. the Reporting Requirements do not apply to the Filer in respect of the Mortgage Transactions with TDAM Affiliates provided that

- (a) the annual and interim management reports of fund performance for the Fund disclose
 - (i) the name of the TDAM Affiliate ,
 - (ii) the amount of fees paid to each TDAM Affiliate, and
 - (iii) the person or company who paid the fees if they were not paid by the Fund; and
- (b) the records of portfolio transactions maintained by each Fund include, separately for every Mortgage Transaction effected by the Fund through a TDAM Affiliate,
 - (i) the name of the TDAM Affiliate,
 - (ii) the amount of fees paid to the TDAM Affiliate, and
 - (iii) the person or company who paid the fees.

“Robert L. Shirriff”
Commissioner
Ontario Securities Commission

“Lawrence E. Ritchie”
Vice-Chair/Commissioner
Ontario Securities Commission

2.1.16 Century II Holdings Inc. - s. 1(10)(b)

Headnote

Application for an order that the issuer is not a reporting issuer.

Ontario Statutes

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

November 21, 2007

Heenan Blaikie LLP

Manulife Place
55 Metcalfe Street, suite 300
Ottawa, Ontario K1P 6L5

Attention: Paul Franco

Dear Mr. Franco:

**Re: Century II Holdings Inc. (the “Applicant”) –
Application for an order under clause 1(10)(b)
of the Securities Act (Ontario) (the “Act”) that
the Applicant is not a reporting issuer**

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

As the Applicant has represented to the Commission that:

- the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in Ontario and less than 51 security holders in Canada;
- no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
- the Applicant is not in default of any of its obligations under the Act as a reporting issuer; and
- the Applicant will not be a reporting issuer or the equivalent in any jurisdiction in Canada immediately following the Director granting the relief requested.

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

“Jo-Anne Matear”
Assistant Manager, Corporate Finance
Ontario Securities Commission

**2.1.17 Lawrence India Fund - OSC Rule 41-501
General Prospectus Requirements, s. 14.1(2)**

Headnote

Relief to file a prospectus more than 90 days after the date of the receipt for the preliminary prospectus.

Rules Cited

Ontario Securities Commission Rule 41-501 - General Prospectus Requirements, s. 14.1(2).

November 19, 2007

Chitiz Pathak LLP
320 Bay Street, Suite 1600
Toronto, Ontario
M5H 4A6

Attention: Manoj Pundit

Dear Sirs/Mesdames:

**Re: Application filed by Lawrence India Fund dated
November 14, 2007 under Rule 41-501, SEDAR
Project No. 1144094
Our File No. 2007/0959**

You filed a letter dated November 14, 2007 under Part 15 of OSC Rule 41-501 on behalf of the Lawrence India Fund requesting an exemption from the prohibition contained in paragraph 14.1(2) against an issuer filing a prospectus more than 90 days after the date of the receipt for the preliminary prospectus.

The Director acknowledges under subparagraph 15.2(2)(a)(ii), based upon the representations contained in the Letter, that the exemption is granted and that the final receipt for the prospectus will evidence the exemption.

Yours truly,

“Leslie Byberg”
Acting Director, Investment Funds Branch
Ontario Securities Commission

2.2 Orders

**2.2.1 Borealis International Inc. et al. - ss. 127(1),
127(5)**

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

AND

**BOREALIS INTERNATIONAL INC.,
SYNERGY GROUP (2000) INC.,
INTEGRATED BUSINESS CONCEPTS INC.,
CANAVISTA CORPORATE SERVICES INC.,
CANAVISTA FINANCIAL CENTER INC.,
SHANE SMITH, ANDREW LLOYD, PAUL LLOYD,
VINCE VILLANTI, LARRY HALIDAY, JEAN BREAU,
JOY STATHAM, DAVID PRENTICE, LEN ZIELKE,
JOHN STEPHAN, RAY MURPHY,
ALEXANDER POOLE, DEREK GRIGOR AND
EARL SWITENKY**

**TEMPORARY ORDER
(Sections 127(1) and (5))**

WHEREAS it appears to the Ontario Securities Commission (the “Commission”) that:

1. The individual respondents are Canadian residents;
2. The corporate respondents are neither reporting issuers nor registrants in Ontario;
3. With the exception of Alexander Poole (“Poole”), none of the respondents is registered with the Commission to trade in securities;
4. The respondents have traded in investments which appear to be “securities” as defined in section 1(1)(n) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”);
5. Staff are conducting an investigation of the respondents. Based on Staff’s investigation to date, it appears that:
 - (a) the respondents have traded in securities and participated in unlawful distributions of securities, contrary to sections 25 and 53 of the Act; and
 - (b) certain directors or officers, including *de facto* directors and officers, have authorized, permitted or acquiesced in non-compliance with Ontario securities law;
6. Borealis International Inc., Synergy Group (2000) Inc., Len Zielke, David Prentice, Shane Smith, Derek Grigor and Earl Switenky are respondents

in a proceeding and subject to cease trade orders issued by the Alberta Securities Commission;

7. It further appears that Shane Smith and Andrew Lloyd have breached Orders of the Commission dated December 7, 2006, December 20, 2006 and June 14, 2007; and
8. The Commission is of the opinion that it is in the public interest to make this order and that the time required to conclude a hearing could be prejudicial to the public interest.

AND WHEREAS by Commission Order made April 4, 2007 pursuant to section 3.5(3) of the Act, the Commission authorized each of W. David Wilson, James E. A. Turner, Lawrence E. Ritchie, Robert L. Shirriff, Harold P. Hands, Paul K. Bates and David L. Knight, acting alone, to exercise the powers of the Commission to make Orders under section 127 of the Act;

IT IS ORDERED pursuant to section 127(5) of the Act that:

- (a) pursuant to clause 2 of section 127(1), all trading in securities of the respondents, with the exception of Poole, shall cease;
- (b) pursuant to clause 2 of section 127(1), trading in any securities by the respondents, with the exception of Poole, shall cease;
- (c) pursuant to clause 3 of section 127(1), any exemptions contained in Ontario securities law do not apply to the respondents, with the exception of Poole; and
- (d) pursuant to clause 1 of section 127(1), the following terms and conditions are imposed on Poole's registration: Poole shall be subject to monthly supervision by his sponsoring firm which, commencing November 30, 2007, will submit monthly supervision reports to the Commission (attention: Manager, Registrant Regulation) in a form specified by the Manager, Registrant Regulation, reporting details of Poole's sales activities and dealings with clients.

IT IS FURTHER ORDERED that pursuant to section 127(6) of the Act this order shall take effect immediately and shall expire on the fifteenth day after its making unless extended by order of the Commission.

DATED at Toronto this 15th day of November, 2007.

"W. David Wilson"

2.2.2 Flaherty & Crumrine Incorporated - s. 80 of the CFA

Headnote

Section 80 of the Commodity Futures Act (Ontario) – Renewal of previous order (granted November 23, 2004) providing an exemption from the adviser registration requirements of subsection 22(1)(b) of the CFA that neither Flaherty & Crumrine, nor any of its directors, officers or employees acting on its behalf as an adviser, shall be subject to paragraph 22(1)(b) of the CFA in respect of advice provided for the benefit of an investment trust, the principal investment adviser of which is an Ontario registrant, in respect of trades in commodity futures contracts and commodity futures options traded on commodity futures exchanges outside Canada and cleared through clearing houses outside Canada.

Fees waived as application only required because amendments to or a rule under the CFA that would have a similar effect as section 7.3 of Rule 35-502 – Non Resident Advisers have not yet been adopted.

Statutes Cited

Commodity Futures Act, R.S.O. 1990, c. C.20, as am., ss. 22(1)(b), 80.
Securities Act, R.S.O. 1990, c. S.5, as am. – Rule 35-502 – Non Resident Advisers.

**IN THE MATTER OF
THE COMMODITY FUTURES ACT,
R.S.O. 1990, CHAPTER C.20, AS AMENDED
(the CFA)**

AND

**IN THE MATTER OF
FLAHERTY & CRUMRINE INCORPORATED**

**ORDER
(Section 80 of the CFA)**

UPON the application (the **Application**) of Flaherty & Crumrine Incorporated (**Flaherty & Crumrine**) to the Ontario Securities Commission (the **Commission**) for an order pursuant to section 80 of the CFA, that neither Flaherty & Crumrine, nor any of its directors, officers or employees acting on its behalf as an adviser (collectively, **Representatives**), shall be subject to paragraph 22(1)(b) of the CFA in respect of advice provided for the benefit of the Fund (as defined below), the principal investment adviser of which is an Ontario registrant, in respect of trades in commodity futures contracts and commodity futures options traded on commodity futures exchanges outside Canada and cleared through clearing houses outside Canada (the **Contracts**);

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

AND UPON Flaherty & Crumrine having represented to the Commission that:

1. The Flaherty & Crumrine Investment Grade Fixed Income Fund (the **Fund**) is an investment trust established under the laws of Alberta pursuant to a declaration of trust. The Fund was established for the purpose of holding an actively managed portfolio consisting primarily of various corporate debt securities and hybrid preferred securities of North American issuers (the **Fixed Income Portfolio**). At the time of purchase, all of the securities held in the Fixed Income Portfolio will be rated investment grade.
2. The Fund will not purchase or sell commodities or commodity contracts except that the Fund may purchase and sell financial futures contracts and related options as part of its hedging strategies. Substantially all of the Fixed Income Portfolio will be hedged to the Canadian dollar at all times.
3. Brompton Capital Advisors Inc. (**BCA**) is the principal investment adviser to the Fund and is registered as an adviser under the *Securities Act* (Ontario) (the **OSA**) in the categories of investment counsel and portfolio manager and as a limited market dealer. In respect of commodity futures related advice, BCA and its directors, officers and employees rely on section 31(d) of the CFA, which provides registration relief for OSA registrants whose services as advisers for purposes of the CFA are solely incidental to their principal business.
4. Flaherty & Crumrine provides investment advisory and portfolio management services for the benefit of the Fund with respect to both the Fixed Income Portfolio and certain of the hedging strategies of the Fund.
5. Flaherty & Crumrine is a corporation headquartered in Pasadena, California and specializes in the active management of preferred shares, hybrid preferred securities and debt instruments for institutional investors and publicly traded closed-end funds. Flaherty & Crumrine is registered as an investment adviser under the *Investment Advisers Act* 1940, as amended, with the U.S. Commodities Futures Trading Commission as a commodity trading adviser and is a member of the U.S. National Futures Association.
6. In respect of its securities related investment advisory and portfolio management services for the benefit of the Fund, Flaherty & Crumrine and its Representatives rely on the exemption from registration under the OSA set out under section 7.3 of Ontario Securities Commission Rule 35-502 – *Non-Resident Advisers*, which provides that a non-resident adviser is exempt from the OSA registration requirement where the principal

adviser is a registrant that pursuant to a written agreement, irrevocably accepts responsibility for the services provided by the exempted non-resident. Flaherty & Crumrine is not registered in any capacity under the CFA and does not intend to seek registration under the CFA.

7. Pursuant to a written agreement among Flaherty & Crumrine, BCA, the Fund and the manager of the Fund, BCA will monitor the investment advice (both as relates to securities and as relates to commodity futures) provided for the benefit of the Fund by Flaherty & Crumrine and its directors, officers and employees and will be responsible to the Fund for any loss that arises as a result of Flaherty & Crumrine or its directors, officers and employees failing to:
 - (a) exercise their powers and discharge their duties of their office honestly, in good faith and in the best interests of BCA and the Fund for whose benefit the advice is or portfolio management services are to be provided, or
 - (b) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances.
8. The offering documents of the Fund disclose that BCA, as the principal investment advisor of the Fund, will be responsible to the Fund for the services provided by Flaherty & Crumrine, and to the extent applicable, there may be difficulty in enforcing any legal rights against Flaherty & Crumrine because it is resident outside of Canada and as all or a substantial portion of its assets are situated outside of Canada.

AND UPON being satisfied that it would not be prejudicial to the public interest for the Commission to grant the exemptions requested on the basis of the terms and conditions proposed,

IT IS ORDERED pursuant to section 80 of the CFA that Flaherty & Crumrine and its Representatives are not subject to the requirements of paragraph 22(1)(b) of the CFA in respect of their investment advice and portfolio management services for the benefit of the Fund, provided that:

- (a) the obligations and duties of Flaherty & Crumrine as an adviser are set out in a written agreement with BCA;
- (b) BCA contractually agrees with the Fund on whose behalf investment advice and portfolio management services are to be provided by Flaherty & Crumrine, its directors, officers and employees to be responsible for any loss that arises out of the failure of Flaherty & Crumrine, its

directors, officers or employees so acting as advisers

“Suresh Thakrar”
Commissioner
Ontario Securities Commission

- (i) to exercise the powers and discharge the duties of their office honestly, in good faith and in the best interests of BCA and the Fund for whose benefit the advice is or portfolio management services are to be provided, or
- (ii) to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances;
- (c) BCA cannot be relieved by the Fund from its responsibility for loss under paragraph (b);
- (d) Flaherty & Crumrine is registered as an investment adviser under the *Investment Advisers Act 1940*, as amended, with the U.S. Commodities Futures Trading Commission as a commodity trading adviser and is a member of the U.S. National Futures Association;
- (e) BCA is registered as an investment counsel and portfolio manager under the OSA;
- (f) unless BCA is registered under the CFA as a commodity trading manager, at the time of purchase of a Contract by the Fund, after giving effect to such purchase, the original cost of all Contracts of the Fund would not be more than five percent of the total assets of the Fund;
- (g) the offering documents of the Fund disclose that BCA, as the principal investment advisor of the Fund, will be responsible to the Fund for the services provided by Flaherty & Crumrine, and to the extent applicable, there may be difficulty in enforcing any legal rights against Flaherty & Crumrine because it is resident outside of Canada and as all or a substantial portion of its assets are situated outside of Canada; and
- (h) this Order shall terminate on the day that is five years after the date of the Order.

November 20, 2007

“Paul K. Bates”
Commissioner
Ontario Securities Commission

2.2.3 Natural Gas Exchange Inc. – s. 147 of the Act and ss. 38 and 80 of the CFA

Headnote

NGX has submitted a formal application to the Commission for a permanent exemption (Permanent Exemption Application) from the requirement to be registered as a commodity futures exchange under section 15 of the *Commodity Futures Act* (Ontario) (CFA) and related relief. The Permanent Exemption Application is based in part on the regulatory oversight of NGX in Alberta; however the form of this oversight has not been finalized and therefore the Commission is unable to proceed with the Permanent Exemption Application at this time. In order to allow NGX to continue to carry on business in Ontario while the Permanent Exemption Application is being processed, the Commission has granted NGX an extension (Extension Order) to the interim exemption it granted on November 17, 2006. The interim exemption provided relief from the requirement to be recognized as a stock exchange under section 21 of the *Securities Act* (Ontario) and the requirement to be registered as a commodity futures exchange under section 15 of the CFA. The interim exemption also granted certain related registration relief from section 22 of the CFA for certain Ontario based NGX participants.

The Extension Order will expire on the earlier of (i) May 17, 2008 and (ii) the date a permanent exemption order is granted by the Commission.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 21, 147.
Commodity Futures Act, R.S.O. 1990, c. 20, as am., ss. 15, 22, 38, 80.

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

AND

**IN THE MATTER OF
THE COMMODITY FUTURES ACT,
R.S.O. 1990, CHAPTER C.20,
AS AMENDED (CFA)**

AND

**IN THE MATTER OF
NATURAL GAS EXCHANGE INC.**

**ORDER
(Section 147 of the OSA and
sections 38 and 80 of the CFA)**

WHEREAS Natural Gas Exchange Inc. (NGX) has filed an application dated November 14, 2007 (Application) with the Ontario Securities Commission (Commission) requesting to extend Commission order #2006-1124 dated

November 17, 2006 which granted the following interim orders (collectively, the Interim Order) pending completion of a final order:

- (a) an interim order pursuant to section 147 of the OSA exempting NGX from the requirement to be recognized as a stock exchange under section 21 of the OSA;
- (b) an interim order pursuant to section 80 of the CFA exempting NGX from the requirement to be registered as a commodity futures exchange under section 15 of the CFA;
- (c) an interim order pursuant to section 38 of the CFA exempting trades in Current CFA Contracts (defined below) and Ontario Auction Products (defined below) on NGX by Current Ontario Participants (defined below) from the registration requirement under section 22 of the CFA; and
- (d) an interim order pursuant to section 38 of the CFA exempting trades in Ontario Auction Products on NGX by New Ontario Participants (defined below) from the registration requirement under section 22 of the CFA;

AND WHEREAS Rule 91-503 *Trades in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchanges Situate Outside of Ontario* exempts trades of commodity futures contracts or commodity futures options made on commodity futures exchanges not registered with or recognized by the Commission under the CFA from sections 25 and 53 of the OSA;

AND WHEREAS NGX has represented to the Commission that:

- 1. NGX has its head office in Calgary, Alberta, and is not a reporting issuer or its equivalent in any jurisdiction in Canada;
- 2. NGX is a wholly-owned subsidiary of TSX Group Inc.;
- 3. The business of NGX (the Business) is to provide trading and/or clearing services for certain sophisticated parties to enter into transactions regarding NGX listed commodity contracts (Current Contracts), some of which are either commodity futures contracts or commodity futures options as defined under the CFA (Current CFA Contracts);
- 4. Trades in Current Contracts are made using a computer network that electro-

- nically matches bids and offers and NGX also ensures the financial completion (clearing and settlement) of transactions submitted for these services (Trading System);
5. All bids and offers in respect of Current Contracts are anonymous and are made available concurrently, through the Trading System, to all participants;
 6. Access to the Trading System is limited to participants (Contracting Parties) that have satisfied certain eligibility thresholds, including prerequisite financial net worth thresholds (collectively, Eligibility Thresholds) and who have entered into a standard form agreement, the Contracting Party's Agreement (CPA);
 7. Certain Contracting Parties are based in Ontario (as of November 17, 2006, the Current Ontario Participants);
 8. The CPA governs the activities of the Contracting Parties and NGX in respect of the Business; in particular, the CPA provides for the terms and conditions pursuant to which NGX will give Contracting Parties access to the Trading System, the formation and performance of the Current Contracts, a credit management system, the rules for the use of the Trading system, the recourse among the various parties and that NGX ensures the financial performance (clearing and settlement) of each Current Contract submitted for these services;
 9. The Ontario Power Authority (OPA) has requested that NGX continue to operate a series of standardized and centralized future auctions through NGX's Trading System (Exchange-Traded Auctions), in furtherance of the OPA's mandate to develop the Ontario electricity market;
 10. In furtherance of price discovery and market transparency goals and to facilitate hedging needs, there is a marketplace demand for the listing by NGX for secondary market trading of products relating to the Exchange-Traded Auctions;
 11. To facilitate the Exchange-Traded Auctions and the related secondary trading, it would be necessary for NGX to continue to provide access to new Ontario-based participants who have become Contracting Parties after November 17, 2006 (New Ontario Participants);
 12. Each New Ontario Participant would be required to qualify as, and become, a Contracting Party and would only be permitted to trade in Ontario Auction Products (as defined below);
 13. Certain products listed for trading through the Exchange-Traded Auctions, as well as secondary market products relating to the auctions, qualify as commodity futures contracts or commodity futures options as defined under the CFA (collectively, Ontario Auction Products);
 14. Transactions in Ontario Auction Products, if cleared other than bilaterally, will be cleared through NGX's centralized clearing system;
 15. All Current Ontario Participants are, and all New Ontario Participants will be, hedgers as defined in section 1(1) of the CFA;
 16. NGX currently operates in accordance with the terms and conditions of exemptive relief orders from applicable securities and commodities regulatory authorities in Alberta, Saskatchewan, Manitoba, British Columbia and Quebec;
 17. As described in the current order renewed by the Alberta Securities Commission (ASC) on December 1, 2004, as principal regulator on behalf of the securities and commodities regulatory authorities in the provinces of Saskatchewan and Manitoba (MRRS Order), NGX is obligated to comply with nine core operating principles that are attached as Schedule A to this order (the "Extension Order") extending the Interim Order (Core Principles);
 18. Pursuant to the MRRS Order, NGX has provided undertakings to the ASC to: (i) immediately inform the ASC of any event, circumstance or situation that materially affects NGX's ability to comply with the Core Principles; (ii) keep trading, financial and other records sufficient to demonstrate compliance with the Core Principles, make them available and submit data promptly to the ASC upon request; (iii) file any revision to the CPA within two business days of the effective date of the revision; and (iv) immediately inform the ASC of any material change in the operation of the Trading System or in the beneficial ownership of the securities of NGX;

19. NGX, upon notification by Commission staff that it was considered to be carrying on business in Ontario due to the provision of direct electronic access to Ontario participants, agreed to apply to the Commission for the applicable exemptive relief from applicable laws in Ontario relating to its exchange activities in Ontario and relief from applicable registration requirements on behalf of its Contracting Parties based in Ontario (Final Order), which application was submitted on February 15, 2006 (OSC Application);
20. The OSC Application is based in part on the regulatory oversight of NGX in Alberta; however, the form of this regulatory oversight has not been finalized and therefore the Commission is unable to proceed with the Final Order at this time;
21. It would be in the best interests of the Current Ontario Participants and New Ontario Participants who have been added as Contracting Parties since November 17, 2006 that NGX be allowed to continue to offer exchange services to the Current Ontario Participants while the OSC Application is pending;
22. NGX has been told by the OPA, and NGX agrees, that it would be in the best interests of the Ontario electricity markets, Current Ontario Participants and New Ontario Participants that NGX continue to facilitate the Exchange-Traded Auctions and the related secondary market trading, while the OSC Application is pending;

AND WHEREAS NGX undertakes to:

- (a) immediately inform the Commission of any event, circumstance or situation that materially affects NGX's ability to comply with the conditions and undertakings set out in this Extension Order or the MRRS Order;
- (b) require any New Ontario Participants to sign the CPA and: (i) transact through the Trading System as principal; (ii) meet the NGX Eligibility Thresholds; (iii) satisfy the "accredited investor" exemption contained in NI 45-106; and (iv) trade only in Ontario Auction Products; and
- (c) provide the Commission with thirty days prior notice of any material change to the NGX Eligibility Thresholds;

AND WHEREAS the Interim Order is due to expire on the earlier of (i) November 17, 2007 and (ii) the date a Final Order is granted and a Final Order has not yet been granted by the Commission;

AND WHEREAS based on the Application and the representations NGX has made to the Commission, the Commission has determined that the granting of an extension of six months to the Interim Order would not be prejudicial to the public interest;

IT IS HEREBY ORDERED by the Commission that, pursuant to section 147 of the OSA, NGX is exempt on an interim basis from recognition as a stock exchange under section 21 of the OSA, and pursuant to section 80 of the CFA, NGX is exempt from registration as a commodity futures exchange under section 15 of the CFA;

AND IT IS FURTHER ORDERED by the Commission that, pursuant to section 38 of the CFA, trades in Current CFA Contracts and Ontario Auction Products by Current Ontario Participants are exempt from the registration requirement under section 22 of the CFA;

AND IT IS FURTHER ORDERED by the Commission that, pursuant to section 38 of the CFA, trades in Ontario Auction Products by New Ontario Participants are exempt from the registration requirement under section 22 of the CFA;

PROVIDED THAT:

- (a) NGX complies with the conditions and undertakings set out in this Extension Order and the MRRS Order (or any order that revises or replaces the MRRS Order), including the Core Principles; and
- (b) This Extension Order will expire on the earlier of (i) May 17, 2008 and (ii) the date a Final Order is granted.

DATED November 16, 2007.

"Suresh Thakrar"

"Robert L. Shirriff"

SCHEDULE A

Core Principles

1. **Financial Resources** - Maintain adequate financial, operational and managerial resources to operate the Trading System and support its trade execution and clearing functions.
2. **Operational information relating to trading system and contracts** - Provide public disclosure of information about contract terms and conditions, trading conventions, mechanisms and practices, financial integrity protections and other information relevant to participants.
3. **Market oversight** - Establish appropriate minimum standards for participants and programs for on-going monitoring of the financial status or credit-worthiness of participants; monitor trading to ensure an orderly market; and maintain authority to collect or capture and retrieve all necessary information and to intervene as necessary to ensure an orderly market.
4. **Rule Enforcement** - Maintain adequate arrangements and resources for the effective monitoring and enforcement of the rules of the facility and for resolution of disputes and have the capacity to detect, investigate and enforce those rules (including the authority and ability to discipline, limit, suspend or terminate a participant's activities for violations of system rules).
5. **System Safeguards** - Establish and maintain:
 - a program of oversight and risk analysis to ensure automated order entry and clearing systems function properly and have adequate capacity and security, including emergency procedures and a plan for disaster recovery to ensure daily processing, clearing and settlement of transactions; and
 - a program of periodic objective system testing and risk review to assess the adequacy and effectiveness of the Trading System's internal control systems and financial integrity protections, including a risk review of every new service and significant enhancement to existing services.
6. **Transparency** - Make information on settlement prices, price range, trading volume, open interest and other related market information available daily to participants.
7. **Record keeping** - Maintain records of all activities related to the trading system's business in a form and manner acceptable to the Commission for a period of five years and provide an undertaking to

make books and records available for inspection by Commission representatives on request.

8. **Risk management** - Identify and manage the risks associated with clearance and settlement through the use of appropriate tools and procedures such as risk analysis tools and procedures, collateral, margin and credit limits.
9. **Settlement procedures** - Prescribe standards and procedures to protect and safeguard participants' funds and limit concentration of risk, including the safekeeping of funds in accounts in depositories or with custodians, that meet industry standards

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
AADCO Automotive Inc.	21 Nov 07	03 Dec 07		

4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Constellation Copper Corporation	15 Nov 07	28 Nov 07			

4.2.2 Outstanding Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
AldeaVision Solutions Inc.	03 May 07	16 May 07	16 May 07		
Argus Corporation Limited	25 May 04	03 Jun 04	03 Jun 04		
Constellation Copper Corporation	15 Nov 07	28 Nov 07			
CoolBrands International Inc.	30 Nov 06	13 Dec 06	13 Dec 06		
Fareport Capital Inc.	13 Jul 07	26 Jul 07	26 Jul 07		
Hip Interactive Corp.	04 Jul 05	15 Jul 05	15 Jul 05		
HMZ Metals Inc.	03 Apr 06	14 Apr 06	17 Apr 06		
IMAX Corporation	03 Apr 07	16 Apr 07	16 Apr 07		
iPerceptions inc.	06 Sept 07	19 Sept 07	19 Sept 07		
Outlook Resources Inc.	01 Nov 07	14 Nov 07	14 Nov 07		
VVC Exploration Corporation	04 Jun 07	15 Jun 07	15 Jun 07		
Tudor Corporation Ltd.	03 Oct 07	15 Oct 07	16 Oct 07		

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Chapter 7

Insider Reporting

This chapter is available in the print version of the OSC Bulletin, as well as as in Carswell's internet service SecuritiesSource (see www.carswell.com).

This chapter contains a weekly summary of insider transactions of Ontario reporting issuers in the System for Electronic Disclosure by Insiders (SEDI). The weekly summary contains insider transactions reported during the seven days ending Sunday at 11:59 pm.

To obtain Insider Reporting information, please visit the SEDI website (www.sedi.ca).

Chapter 8

Notice of Exempt Financings

REPORTS OF TRADES SUBMITTED ON FORMS 45-106F1 AND 45-501F1

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price (\$)	No of Securities Distributed
10/31/2007	33	AIM Therapeutics Inc. - Common Shares	4,000,000.00	NA
11/06/2007	14	Alibaba.com Limited - Common Shares	1,928,293.12	1,183,500.00
10/17/2007	1	Allison Transmission, Inc. - Notes	500,000.00	500.00
10/12/2007	2	Allison Transmission, Inc. - Notes	2,000,000.00	2,000.00
10/24/2007	6	Alto Ventures Ltd. - Flow-Through Shares	999,400.00	6,926,152.00
10/29/2007 to 11/05/2007	26	Alto Ventures Ltd. - Flow-Through Shares	1,659,460.00	14,406,210.00
11/09/2007	4	Anterra Energy Inc. - Units	3,400,000.00	4,000,000.00
10/30/2007	6	B2 Networks, Inc. - Common Shares	852,014.23	59,571.00
10/24/2007	21	B2Gold Corp. - Common Shares	15,000,000.00	15,000,000.00
10/31/2007 to 11/06/2007	57	BE Resources Inc. - Common Shares	2,216,000.00	11,080,000.00
11/06/2007	1	BlackRock Credit (Offshore) Investors, L.P. - Limited Partnership Interest	500,000,000.00	NA
10/31/2007	46	Cadan Resources Corporation - Units	4,950,000.00	33,000,000.00
11/07/2007	1	Chrysler Lease Trust - Notes	33,549,867.52	NA
11/07/2007	1	Chrysler Lease Trust - Notes	42,623,544.28	NA
11/06/2007	1	Citadel Gold Mines Inc. - Common Shares	500,000.00	NA
10/26/2007 to 10/31/2007	86	Commander Resources Ltd. - Common Shares	1,722,500.00	7,511,000.00
11/02/2007	44	Contact Exploration Inc. - Units	2,800,000.00	NA
10/31/2007	3	Cyrium Technologies Incorporated - Debentures	2,500,000.00	NA
10/31/2007	3	Dajin Resources Corp. - Flow-Through Shares	500,000.00	1,000,000.00
11/08/2007	7	Demesne Development Lamont 1 Limited Partnership - Limited Partnership Units	500,000.00	500.00
10/31/2007	39	Dioro Exploration NL - Receipts	50,000,000.00	31,250,000.00
11/01/2007	8	Eatsleepmusic Corporation - Common Shares	950,000.00	78,657,975.00
09/25/2007	1	Empresas ICA, S.A.B. de C.V. - Common Shares	118,800.00	5,000.00
11/06/2007	1	First Leaside Properties Fund - Trust Units	50,000.00	50,000.00

Notice of Exempt Financings

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price (\$)	No of Securities Distributed
11/06/2006	1	First Leaside Properties Limited Partnership - Notes	3,143.30	3,400.00
10/02/2006 to 09/28/2007	2	GE Institutional International Equity Fund Investment Class - Special Trust Securities	8,803,979.48	455,481.46
10/17/2006 to 09/27/2007	1	GE Institutional Value Equity Fund Investment Class - Special Trust Securities	728,346.80	55,973.34
11/05/2007 to 11/09/2007	31	General Motors Acceptance Corporation of Canada, Limited - Notes	10,382,269.39	11,282,269.39
11/07/2007 to 11/09/2007	1	GMO International Core Equity Fund-III - Units	8,168,359.30	198,330.95
10/31/2007	3	Goldman Sachs Investment Grade Credit Fund - Common Shares	1,041,489.54	106,299.36
10/22/2007 to 10/31/2007	90	IGW Properties Real Estate Investment Trust - Units	6,137,252.32	5,837,358.00
10/29/2007	51	Intelligent Hospital Systems Ltd. - Preferred Shares	7,315,000.00	4,815,000.00
10/24/2007 to 11/01/2007	7	Jasper Mining Corporation - Flow-Through Units	3,500,000.00	8,750,000.00
10/31/2007	59	KWG Resources Inc. - Units	2,061,560.00	8,639,389.00
11/09/2007	2	Laurentian Goldfields Ltd. - Common Shares	300,000.00	750,000.00
11/01/2007	3	Magenta II Mortgage Investment Corporation - Common Shares	265,789.00	NA
11/01/2007	1	Magenta Mortgage Investment Corporation - Common Shares	20,000.00	20,000.00
11/15/2007	6	Marathon PGM Corporation - Flow-Through Shares	6,499,998.00	1,083,333.00
11/01/2007	11	Melkior Resources Inc. - Flow-Through Shares	1,199,998.80	3,636,360.00
11/01/2007	1	Millennium International Ltd. - Common Shares	2,034,689.80	NA
11/02/2007	71	Millrock Resources Inc. - Common Shares	2,119,999.95	NA
11/02/2007	5	Mincore Inc. - Common Shares	378,750.00	505,000.00
05/31/2007 to 06/29/2007	7	New Life Capital Investments Inc. - Units	227,935.00	45,587.00
11/01/2007	1	New Solutions Financial (II) Corporation - Debentures	35,000.00	1.00
11/05/2007 to 11/12/2007	7	Newport Canadian Equity Fund - Units	85,000.00	527.34
11/05/2007 to 11/12/2007	9	Newport Global Equity Fund - Units	360,000.00	4,674.96
11/06/2007 to 11/13/2007	10	Newport Yield Fund - Units	618,352.97	4,967.34
10/29/2007	219	Nyrstar NV - Common Shares	2,391,652,181.00	86,956,522.00
11/06/2007	1	OceanLake Commerce Inc. - Debentures	780,000.00	NA

Notice of Exempt Financings

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price (\$)	No of Securities Distributed
10/30/2007	47	OPE Holdings Ltd. - Common Shares	13,200,000.00	22,000,000.00
11/05/2007	1	Pacific North West Capital Corp. - Common Shares	6,500.00	10,000.00
08/08/2007	1	PCM Absolute Return Fund - Limited Partnership Units	6,000,000.00	6,000.00
10/31/2007	7	Petaquilla Minerals Ltd - Units	6,280,500.00	2,093,500.00
10/30/2007	5	Petro Resources Corporation - Common Shares	5,334,832.50	2,797,500.00
11/06/2007	25	Probe Mines Limited - Units	3,500,250.00	4,667,000.00
11/05/2007	1	Questerre Energy Corporation - Common Shares	2,077,000.00	2,250,000.00
11/05/2007	44	Rare Element Resources Ltd. - Units	1,075,000.00	1,075,000.00
11/02/2007	3	Reva LP - Preferred Shares	5,000,000.00	5,000,000.00
10/30/2007 to 11/08/2007	11	Royal Nickel Corporation - Common Shares	7,600,000.00	NA
10/31/2007	43	Royal Office Finance Limited Partnership - Bonds	1,237,500,000.00	NA
11/09/2007	1	Sandbridge Energy Inc. - Stock Option	24,351.60	1,000.00
11/01/2007	37	Scorpio Mining Corporation - Units	22,001,000.00	15,715,000.00
10/26/2007	3	Sextant Strategic Opportunities Hedge Fund LP - Units	330,000.00	NA
11/02/2007	4	Sextant Strategic Opportunities Hedge Fund LP - Units	158,162.79	NA
10/17/2007	1	Silver Creek Special Opportunities Fund Cayman III, L.P. - Limited Partnership Interest	97,390,000.00	NA
11/01/2007	1	Skyharbour Resources Ltd. - Common Shares	5,750.00	50,000.00
11/05/2007	3	Soconag Environmental Experts Inc. - Common Shares	2,000,000.00	961,539.00
11/05/2007	4	Superior Canadian Resources Inc. - Flow-Through Shares	527,850.00	4,222,800.00
11/01/2007	1	Syniverse Holdings Inc. - Common Shares	23,747.50	25,000.00
11/13/2007	1	Tarquin Group Inc. - Common Shares	300,000.00	1,200,000.00
10/29/2007 to 10/30/2007	41	Tech Solutions Capital Corp. - Units	1,500,100.20	5,000,334.00
11/01/2007	2	Tenneco Inc. - Notes	1,424,850.00	NA
11/06/2007	2	Terra Income Fund - Trust Units	42,380.00	6,520.00
10/30/2007	2	Toyota Credit Canada Inc. - Notes	10,100,000.00	NA
11/01/2007 to 11/02/2007	90	Treat Systems Inc. - Receipts	13,000,000.00	13,000,000.00
10/31/2007	131	Vertex Fund - Trust Units	13,696,257.92	NA

Notice of Exempt Financings

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price (\$)	No of Securities Distributed
10/16/2007	1	Virgin Mobile USA Inc. - Common Shares	513,397.50	35,000.00
11/07/2007	23	Voyager Energy Ltd. - Common Shares	2,963,848.50	1,975,899.00
10/31/2007	28	Walton AZ Sunland Ranch 2 Investment Corporation - Common Share Purchase Warrant	550,440.00	55,440.00
10/31/2007	6	Walton AZ Sunland Ranch Limited Partnership 2 - Limited Partnership Units	1,564,642.38	163,375.00
10/30/2007	32	Walton International Group Inc. - Non-Flow Through Units	2,610,000.00	NA
10/31/2007	1	Windsor Auto Trust - Note	58,646,935.89	1.00
11/01/2007	2	Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. - Notes	10,161,555.25	41.00

Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:

5N Plus Inc.

Principal Regulator - Quebec

Type and Date:

Preliminary Prospectus dated November 15, 2007

Mutual Reliance Review System Receipt dated November 15, 2007

Offering Price and Description:

\$ * - * Common Shares Price: \$ * per Common Share

Underwriter(s) or Distributor(s):

National Bank Financial Inc.

GMP Securities L.P.

Blackmont Capital Inc.

MGI Securities Inc.

Laurentian Bank Securities Inc.

Promoter(s):

-

Project #1183831

Issuer Name:

AGF Canadian All Cap Equity Fund

AGF Global Balanced High Income Fund

AGF Global High Income Fund

Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectuses dated November 16, 2007

Mutual Reliance Review System Receipt dated November 16, 2007

Offering Price and Description:

Mutual Fund Series, Series F, Series O and Series T Securities

Underwriter(s) or Distributor(s):

AGF Funds Inc.

Promoter(s):

-

Project #1184255

Issuer Name:

African Aura Resources Limited

Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated November 16, 2007

Mutual Reliance Review System Receipt dated November 19, 2007

Offering Price and Description:

\$* - * Common Shares and 21,121,062 Common Shares and 10,560,531 Common Share purchase warrants issuable upon exercise of 21,121,062 previously issued Special Warrants Price: \$0.45 per Special Warrant

Underwriter(s) or Distributor(s):

Westwind Partners Inc.

Haywood Securities Inc.

Promoter(s):

-

Project #1184574

Issuer Name:

AGF Global High Income Pool

Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectus dated November 16, 2007

Mutual Reliance Review System Receipt dated November 19, 2007

Offering Price and Description:

Series U Securities

Underwriter(s) or Distributor(s):

AGF Funds Inc.

Promoter(s):

-

Project #1184257

Issuer Name:

Ark Aston Hill Energy Fund

Ark Aston Hill Monthly Income Fund

Ark Aston Hill Opportunities Fund

Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectuses dated November 14, 2007

Mutual Reliance Review System Receipt dated November 15, 2007

Offering Price and Description:

Series A, F, and I Shares

Underwriter(s) or Distributor(s):

Ark Fund Management Ltd.

Promoter(s):

ARK Fund Management Ltd.

Project #1180541

Issuer Name:

ATB Money Market Fund
Compass Balanced Growth Portfolio
Compass Balanced Portfolio
Compass Conservative Balanced Portfolio
Compass Conservative Portfolio
Compass Growth Portfolio
Compass Maximum Growth Portfolio
Principal Regulator - Alberta

Type and Date:

Preliminary Simplified Prospectuses dated November 13, 2007
Mutual Reliance Review System Receipt dated November 15, 2007

Offering Price and Description:

Series A, F and I Units

Underwriter(s) or Distributor(s):

ATB Investment Management Inc.

Promoter(s):

ATB Investment Management Inc.

Project #1183822

Issuer Name:

Athabasca Potash Inc.
Principal Regulator - Saskatchewan

Type and Date:

Amended and Restated Preliminary Prospectus dated November 15, 2007
Mutual Reliance Review System Receipt dated November 16, 2007

Offering Price and Description:

\$ * - * Common Shares Price: \$ * per Common Share

Underwriter(s) or Distributor(s):

Genuity Capital Markets
National Bank Financial Inc.
TD Securities Inc.
Wellington Capital Markets Inc.
Research Capital Corporation

Promoter(s):

Dawn Zhou

Project #1180148

Issuer Name:

Athlone Global Security Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated November 13, 2007
Mutual Reliance Review System Receipt dated November 14, 2007

Offering Price and Description:

\$ * - * Ordinary Shares Price: \$ * per Ordinary Share

Underwriter(s) or Distributor(s):

Orion Securities Inc.
CIBC World Markets Inc.
Genuity Capital Markets G.P.

Promoter(s):

-

Project #1181853

Issuer Name:

BroadShift Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated November 13, 2007
Mutual Reliance Review System Receipt dated November 14, 2007

Offering Price and Description:

\$ * - * Units Price: \$ * per Unit

Underwriter(s) or Distributor(s):

Westwind Partners Inc.

Promoter(s):

Charles Prast
Caravel Pier Consulting, Inc.
M.C. Capital Corp.
1561132 Ontario Ltd.

Ariza Capital Inc.

Project #1182075

Issuer Name:

Business Cycle Growth Fund
Business Cycle Income Fund
Principal Regulator - Nova Scotia

Type and Date:

Preliminary Simplified Prospectuses dated November 19, 2007
Mutual Reliance Review System Receipt dated November 20, 2007

Offering Price and Description:

Series A Units

Underwriter(s) or Distributor(s):

Wave Cycle Mutual Funds Ltd.

Promoter(s):

-

Project #1185257

Issuer Name:

Canadian Capital Auto Receivables Asset Trust II
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated November 20, 2007
Mutual Reliance Review System Receipt dated November 20, 2007

Offering Price and Description:

(1) \$ * - * % Auto Loan Receivables-Backed Notes, Series 2007-2, Class A-1;
(2) \$ * - * % Auto Loan Receivables-Backed Notes, Series 2007-2, Class A-2;
(3) \$ * - * % Auto Loan Receivables-Backed Notes, Series 2007-2, Class A-3;
(4) \$ * - * % Auto Loan Receivables-Backed Notes, Series 2007-2, Class B; and
(5) \$ * - * % Auto Loan Receivables-Backed Notes, Series 2007-2, Class C

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.
TD Securities Inc.

Promoter(s):

General Motors Acceptance Corporation of Canada, Limited
Project #1185195

Issuer Name:

Canadian Equipment Rental Fund Limited Partnership
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated November 16, 2007
Mutual Reliance Review System Receipt dated November 19, 2007

Offering Price and Description:

\$ * - * Limited Partnership Units Price: \$ * per Limited Partnership Unit

Underwriter(s) or Distributor(s):

Cormark Securities Inc.
PI Financial Corp.

Promoter(s):

Wayne Wadley
Ken Stephens
Project #1184478

Issuer Name:

Cardinal Logistics Limited
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated November 13, 2007
Mutual Reliance Review System Receipt dated November 14, 2007

Offering Price and Description:

\$ * - * Common Shares Price: \$ * per Common Share

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
Scotia Capital Inc.
TD Securities Inc.
Cormark Securities Inc.
Wellington West Capital Markets Inc.

Promoter(s):

Cardinal Logistics Management, Inc.
Project #1181675

Issuer Name:

CI New Canadian Asset Allocation Corporate Class
CI New Canadian Equity Corporate Class
CI New Global Equity Corporate Class
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectuses dated November 15, 2007
Mutual Reliance Review System Receipt dated November 19, 2007

Offering Price and Description:

Class A, F, W and I Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

CI Investments Inc.
Project #1184462

Issuer Name:

CMP Gold Trust
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated November 16, 2007
Mutual Reliance Review System Receipt dated November 16, 2007

Offering Price and Description:

Maximum \$ * (* Units) (Each Unit consisting of a Trust Unit and a Series A Warrant) Price: \$10.00 per Unit Minimum Purchase: 100 Units

Underwriter(s) or Distributor(s):

Dundee Securities Corporation
CIBC World Markets Inc.
RBC Dominion Securities Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
TD Securities Inc.
Canaccord Capital Corporation
GMP Securities L.P.
HSBC Securities (Canada) Inc.
Raymond James Ltd.
Blackmont Capital Inc.
Desjardins Securities Inc.
Wellington West Capital Inc.

Promoter(s):

Goodman & Company, Investment Counsel Ltd.

Project #1184305

Issuer Name:

Consonus Technologies, Inc.
Principal Regulator - Ontario

Type and Date:

Third Amended and Restated Preliminary PREP Prospectus dated November 16, 2007
Mutual Reliance Review System Receipt dated November 19, 2007

Offering Price and Description:

\$ * - 6,000,000 SHARES OF COMMON STOCK Price: \$ * per Share

Underwriter(s) or Distributor(s):

Blackmont Capital Inc.

Promoter(s):

-

Project #1096495

Issuer Name:

DFA Global Real Estate Securities Fund
Principal Regulator - British Columbia

Type and Date:

Preliminary Simplified Prospectus dated November 13, 2007
Mutual Reliance Review System Receipt dated November 14, 2007

Offering Price and Description:

Class A, F and I Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

Dimensional Fund Advisors Canada Inc.

Project #1181903

Issuer Name:

Diamond Frank Exploration Inc.
Principal Regulator - Quebec

Type and Date:

Amendment #1 dated November 14, 2007 to Preliminary Prospectus dated October 31, 2007
Mutual Reliance Review System Receipt dated November 16, 2007

Offering Price and Description:

Minimum Offering: \$1,175,000.00; Maximum Offering: \$6,600,000.00 Price per "A" and "B" Unit: \$1,000

Underwriter(s) or Distributor(s):

Canaccord Capital Corporation

Promoter(s):

Typhoon Exploration Inc.

Project #1174872

Issuer Name:

Dynamic Advantage Bond Class
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectus dated November 19, 2007
Mutual Reliance Review System Receipt dated November 20, 2007

Offering Price and Description:

Series A, F and I Securities

Underwriter(s) or Distributor(s):

Goodman & Company, Investment Counsel Ltd.

Promoter(s):

Goodman & Company, Investment Counsel Ltd.

Project #1184956

Issuer Name:

Franco-Nevada Corporation
Principal Regulator - Ontario

Type and Date:

Amended and Restated Preliminary Prospectus dated
November 15, 2007

Mutual Reliance Review System Receipt dated November
16, 2007

Offering Price and Description:

\$ * - * Common Shares Price: \$ * per Common Share

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.
UBS Securities Canada Inc.

Promoter(s):

Newmont Mining Corporation

Project #1171016

Issuer Name:

Grey Wolf Exploration Inc.
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated November 14,
2007

Mutual Reliance Review System Receipt dated November
14, 2007

Offering Price and Description:

\$20,002,200.00 - - 7,844,000 Flow-Through Shares Price:
\$2.55 per Flow-Through Share

Underwriter(s) or Distributor(s):

CIBC World Markets Inc
BMO Nesbitt Burns Inc.
Salman Partners Inc.

Promoter(s):

-

Project #1183055

Issuer Name:

Kaboose Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated November 15,
2007

Mutual Reliance Review System Receipt dated November
15, 2007

Offering Price and Description:

\$115,002,250.00 - 41,819,000 Subscription Receipts, each
representing the right to receive
one Common Share Price: \$2.75 per Subscription Receipt

Underwriter(s) or Distributor(s):

GMP Securities L.P.
RBC Dominion Securities Inc.
Cormark Securities Inc.
Dundee Securities Corporation
Canaccord Capital Corporation
Genuity Capital Markets
Jennings Capital Inc.
Merrill Lynch Canada Inc.
National Bank Financial Inc.

Promoter(s):

-

Project #1183770

Issuer Name:

Mineral Deposits Limited
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated November 12, 2007

Mutual Reliance Review System Receipt dated November
14, 2007

Offering Price and Description:

\$ * - * Ordinary Shares Price: \$ * per Ordinary Share

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
GMP Securities L.P.
Cormark Securities Inc.
Toll Cross Securities Inc.

Promoter(s):

-

Project #1180806

Issuer Name:

Mineral Deposits Limited
Principal Regulator - Ontario

Type and Date:

Amended and Restated Preliminary Prospectus dated
November 20, 2007
Mutual Reliance Review System Receipt dated November
20, 2007

Offering Price and Description:

\$ * - * Ordinary Shares Price: \$ * per Ordinary Share

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
GMP Securities L.P.
Cormark Securities Inc.
Toll Cross Securities Inc.

Promoter(s):

-

Project #1180806

Issuer Name:

PanTerra Resource Corp.
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated November 19,
2007
Mutual Reliance Review System Receipt dated November
19, 2007

Offering Price and Description:

\$ * - * Common Shares and * Flow-Through Shares Price:
\$ * per Common Share and \$ * per Flow-Through Share

Underwriter(s) or Distributor(s):

Clarus Securities Inc.

Promoter(s):

-

Project #1184834

Issuer Name:

Pure Industrial Real Estate Trust
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated November 16,
2007
Mutual Reliance Review System Receipt dated November
19, 2007

Offering Price and Description:

\$* - * Units Price: \$ * per Unit

Underwriter(s) or Distributor(s):

Dundee Securities Corporation
RBC Dominion Securities Inc.
Raymond James Ltd.
BMO Capital Markets Inc.
Blackmont Capital Inc.
Bieber Securities Inc.
Canaccord Capital Corporation
MGI Securities Inc.
Sora Group Wealth Advisors Inc.

Promoter(s):

Sunstone Industrial Advisors Inc.

Project #1184611

Issuer Name:

Resource Hunter Capital Corp.
Principal Regulator - British Columbia

Type and Date:

Preliminary CPC Prospectus dated November 13, 2007
Mutual Reliance Review System Receipt dated November
16, 2007

Offering Price and Description:

\$350,000.00 -3,500,000 COMMON SHARES Price: \$0.10
per Common Share

Underwriter(s) or Distributor(s):

UNION SECURITIES LTD.

Promoter(s):

CARSON PHILLIPS

Project #1184294

Issuer Name:

Sagittarius Capital Corporation
Principal Regulator - Ontario

Type and Date:

Preliminary CPC Prospectus dated November 20, 2007
Mutual Reliance Review System Receipt dated November
20, 2007

Offering Price and Description:

Minimum Offering: \$500,000.00 or 2,500,000 Common
Shares; Maximum Offering: \$800,000.00 or 4,000,000
Common Shares Price: \$0.20 per Common Share

Underwriter(s) or Distributor(s):

Research Capital Corp.

Promoter(s):

-

Project #1185395

Issuer Name:

Tahera Diamond Corporation
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated November 14, 2007
Mutual Reliance Review System Receipt dated November 15, 2007

Offering Price and Description:

Offering of Rights to Subscribe for Units Subscription Price:
.. Rights and \$ * per Unit MINIMUM OFFERING: \$ * or .. Rights
Rights MAXIMUM OFFERING: \$ * or .. Rights

Underwriter(s) or Distributor(s):

GMP Securities L.P.

Promoter(s):

-

Project #1183690

Issuer Name:

Yukon Zinc Corporation
Principal Regulator - British Columbia

Type and Date:

Amended and Restated Preliminary Short Form Prospectus
dated November 16, 2007
Mutual Reliance Review System Receipt dated November 16, 2007

Offering Price and Description:

UP TO \$130 million Up to * Class A Subscription Receipts
each representing the right to receive one Convertible Note
and 500 Common Shares, Up to * Class B Subscription
Receipts each representing the right to receive one
Common Share and one half of one Warrant and Up to * E
Units Price: \$1,000 per Class A Receipt \$0.20 per Class B
Receipt \$0.20 per E Unit

Underwriter(s) or Distributor(s):

Haywood Securities Inc.
Paradigm Capital Inc.
Blackmont Capital Inc.

Promoter(s):

-

Project #1165749

Issuer Name:

ADF Group Inc.
Principal Regulator - Quebec

Type and Date:

Final Short Form Prospectus dated November 14, 2007
Mutual Reliance Review System Receipt dated November 14, 2007

Offering Price and Description:

\$13,000,000.00 - 2,000,000 Subordinate Voting Shares
Price: \$6.50 per Subordinate Voting Share

Underwriter(s) or Distributor(s):

GMP Securities L.P.
Blackmont Capital Inc.
Northern Securities Inc.
Laurentian Bank Securities Inc.

Promoter(s):

-

Project #1177751

Issuer Name:

ART Advanced Research Technologies Inc.
Principal Regulator - Quebec

Type and Date:

Final Short Form Prospectus dated November 13, 2007
Mutual Reliance Review System Receipt dated November 14, 2007

Offering Price and Description:

\$1,677,408.00 (Minimum Offering); \$5,000,000.00
(Maximum Offering) A Minimum of 10,483,806 Common
Shares and a Maximum of 31,250,000 Common Shares At
a price of \$0.16 per Common Share

Underwriter(s) or Distributor(s):

Desjardins Securities Inc.
Demers Conseil Inc.

Promoter(s):

-

Project #1158510

Issuer Name:

Series A Units of:
BMO T-Bill Fund (also offering Series D Units)
BMO Mortgage and Short-Term Income Fund (also offering Series D and I Units)
BMO Bond Fund (also offering Series D and I Units)
BMO Monthly Income Fund (also offering Series I Units)
BMO World Bond Fund (also offering Series D Units)
BMO Dividend Fund (also offering Series I Units)
BMO Equity Fund (also offering Series D Units)
BMO U.S. Equity Fund (also offering Series D and I Units)
BMO International Index Fund (also offering Series I Units)
BMO International Equity Fund (also offering Series D and I Units)
BMO Resource Fund (also offering Series D Units)
BMO Emerging Markets Fund (also offering Series D Units)
BMO U.S. Dollar Money Market Fund (also offering Series I Units)
and
BMO Premium Money Market Fund (Mutual Fund Units only)

Principal Regulator - Ontario

Type and Date:

Amendment #2 dated November 9, 2007 to the Simplified Prospectuses and Annual Information Forms dated May 2, 2007

Mutual Reliance Review System Receipt dated November 15, 2007

Offering Price and Description:

Mutual Fund Units, Series A, Series D and Series I Units @ Net Asset Value

Underwriter(s) or Distributor(s):

BMO Investments Inc.

Promoter(s):

BMO Investments Inc.

Project #1070517

Issuer Name:

Bonaparte Capital Corp.
Principal Regulator - British Columbia

Type and Date:

Final Prospectus dated November 7, 2007

Mutual Reliance Review System Receipt dated November 14, 2007

Offering Price and Description:

\$375,000.00 - 2,500,000 COMMON SHARES Price: \$0.15 per Common Share

Underwriter(s) or Distributor(s):

Gateway Securities Inc.

Promoter(s):

Randy Saunders

Project #1162863

Issuer Name:

Chalk Media Corp.
Principal Regulator - British Columbia

Type and Date:

Final Short Form Prospectus dated November 16, 2007
Mutual Reliance Review System Receipt dated November 19, 2007

Offering Price and Description:

\$7,500,000.00 - 30,000,000 Common Shares Price: \$0.25 per Share

Underwriter(s) or Distributor(s):

TD Securities Inc.
Blackmont Capital Inc.

Promoter(s):

-

Project #1177944

Issuer Name:

Entree Gold Inc.
Principal Regulator - British Columbia

Type and Date:

Final Short Form Prospectus dated November 20, 2007
Mutual Reliance Review System Receipt dated November 20, 2007

Offering Price and Description:

\$43,285,920.00 - 14,428,640 Common Shares PRICE: \$3.00 PER COMMON SHARE

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.

Promoter(s):

-

Project #1179894

Issuer Name:

Everett Resources Ltd.
Principal Regulator - British Columbia

Type and Date:

Final Prospectus dated November 14, 2007
Mutual Reliance Review System Receipt dated November 19, 2007

Offering Price and Description:

\$1,020,000.00 - 3,000,000 Shares at \$0.34 per Share

Underwriter(s) or Distributor(s):

Canaccord Capital Corporation

Promoter(s):

Barry Brown

Project #1164753

Issuer Name:

Class A and F Units of :
Galileo Absolute Return Fund
Galileo Canadian Active/Passive Fund
Galileo Fund
Galileo Global Active/Passive Fund
Galileo High Income Plus Fund
Galileo Small/Mid Cap Fund
and Class A units of:
Galileo Money Market Fund
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated November 9, 2007
Mutual Reliance Review System Receipt dated November 19, 2007

Offering Price and Description:

Class A and F Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1166105

Issuer Name:

Ithaca Energy Inc.
Principal Regulator - Alberta

Type and Date:

Final Short Form Prospectus dated November 16, 2007
Mutual Reliance Review System Receipt dated November 16, 2007

Offering Price and Description:

\$100,010,000.00 - 27,400,000 Common Shares at \$3.65 per Common Share

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.
CIBC World Markets Inc.
Research Capital Corporation
Tristone Capital Inc.
Fraser Mackenzie Limited

Promoter(s):

-

Project #1179891

Issuer Name:

International Datacasting Corporation
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated November 15, 2007
Mutual Reliance Review System Receipt dated November 15, 2007

Offering Price and Description:

\$10,000,000.00 - 12,500,000 Common Shares Price: \$0.80 per Common Share

Underwriter(s) or Distributor(s):

Wellington West Capital Markets Inc.
Canaccord Capital Corporation
MGI Securities Inc.

Promoter(s):

-

Project #1170879

Issuer Name:

Marquis Canadian Bond Pool (Series A, Series O and Series V units)
Marquis High Yield U.S. Bond Pool (Series A, Series O and Series V units)
Marquis Canadian Equity Pool (Series A, Series O and Series V units)
Marquis Enhanced Canadian Equity Pool (Series A, Series O and Series V units)
Marquis U.S. Equity Pool (Series A, Series O and Series V units)
Marquis International Equity Pool (Series A, Series O and Series V units)
Marquis Global Equity Pool (Series A, Series O and Series V units)
Marquis Diversified Defensive Portfolio (Series A, Series O and Series V units)
Marquis Diversified Conservative Portfolio (Series A, Series O and Series V units)
Marquis Diversified Balanced Portfolio (Series A, Series O, Series V and Series T units)
Marquis Diversified Growth Portfolio (Series A, Series O, Series V and Series T units)
Marquis Diversified High Growth Portfolio (Series A, Series O, Series V and Series T units)
Marquis Diversified All Equity Portfolio (Series A, Series O, Series V and Series T units)
Marquis Diversified All Income Portfolio (Series A, Series O and Series V units)
Marquis MultiPartners Growth Portfolio (Series A, Series O and Series V units)
Marquis MultiPartners High Growth Portfolio (Series A, Series O and Series V units)
Marquis MultiPartners Equity Portfolio (Series A, Series O and Series V units)
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated November 19, 2007
Mutual Reliance Review System Receipt dated November 20, 2007

Offering Price and Description:

Series A, Series O and Series V units. Funds that also offer Series T units

Underwriter(s) or Distributor(s):

Goodman & Company, Investment Counsel Ltd.

Promoter(s):

-

Project #1170170

Issuer Name:

North American Palladium Ltd.
Principal Regulator - Ontario

Type and Date:

Final Short form Base Shelf Prospectus dated November 16, 2007
Mutual Reliance Review System Receipt dated November 19, 2007

Offering Price and Description:

US\$300,000,000.00:

Common Shares
Special Shares
Debt Securities
Warrants
Share Purchase Contracts
Share Purchase or Equity Units
Subscription Receipts

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1175211

Issuer Name:

Oilsands Quest Inc.
Principal Regulator - Alberta

Type and Date:

Final MJDS Prospectus dated November 16, 2007
Mutual Reliance Review System Receipt dated November 16, 2007

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1178027

Issuer Name:

OPTI Canada Inc.
Principal Regulator - Alberta

Type and Date:

Final Short Form Prospectus dated November 14, 2007
Mutual Reliance Review System Receipt dated November 14, 2007

Offering Price and Description:

\$300,200,000.00 - 15,800,000 Common Shares and
\$60,021,000.00 - 2,430,000 Flow-Through Shares

Underwriter(s) or Distributor(s):

TD Securities Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
UBS Securities Canada Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
National Bank Financial Inc.
FirstEnergy Capital Corp.
GMP Securities L.P.
Genuity Capital Markets
Raymond James Ltd.
Tristone Capital Inc.

Promoter(s):

-

Project #1177309

Issuer Name:

Orezone Resources Inc.
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated November 16, 2007
Mutual Reliance Review System Receipt dated November 19, 2007

Offering Price and Description:

U.S.\$185,040,000.00 - 154,200,000 Common Shares Price
U.S.\$1.20 per Common Share

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
J.P. Morgan Securities Canada Inc.
Cancord Capital Corporation
Raymond James Ltd.

Promoter(s):

-

Project #1172408

Issuer Name:

Solana Resources Limited
Principal Regulator - Alberta

Type and Date:

Final Short Form Prospectus dated November 19, 2007
Mutual Reliance Review System Receipt dated November 19, 2007

Offering Price and Description:

\$53,526,000.00 - 24,330,000 Common Shares Price: \$2.20
per Common Share

Underwriter(s) or Distributor(s):

Tristone Capital Inc.
Orion Securities Inc.
Westwind Partners Inc.
Toll Cross Securities Inc.

Promoter(s):

-

Project #1175074

Issuer Name:

Southern Pacific Resource Corp.
Principal Regulator - Alberta

Type and Date:

Final Short Form Prospectus dated November 16, 2007
Mutual Reliance Review System Receipt dated November 16, 2007

Offering Price and Description:

\$60,001,340.00 - 27,323,000 Common Shares; and Price:
\$1.83 per Common Share \$2.21 per Flow-Through
Share 4,525,000 Flow-Through Shares

Underwriter(s) or Distributor(s):

Canaccord Capital Corporation
Orion Securities Inc.
Genuity Capital Markets

Promoter(s):

David M. Antony
Project #1176830

Issuer Name:

The Thomson Corporation
Principal Regulator - Ontario

Type and Date:

Final Short Form Shelf Prospectus dated November 16,
2007
Mutual Reliance Review System Receipt dated November
19, 2007

Offering Price and Description:

US\$3,000,000,000.00 - Debt Securities (unsecured)

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1179913

Issuer Name:

TriNorth Capital Inc.
Principal Regulator - Ontario

Type and Date:

Final Prospectus dated November 13, 2007
Mutual Reliance Review System Receipt dated November
15, 2007

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

Cormark Securities Inc.
Canaccord Capital Corporation
CIBC World Markets Inc.
GMP Securities L.P.

Promoter(s):

Lawrence Asset Management Inc.

Project #1160191

Issuer Name:

Africa West Minerals Corp.
Principal Regulator – British Columbia

Type and Date:

Preliminary Prospectus dated June 18, 2007
Withdrawn on October 4, 2007

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1120712

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Name Change	From: GMAC Commercial Holding Capital Markets (Canada) Corp. To: Capmark Capital Markets (Canada) Inc.	Limited Market Dealer	November 8, 2007
Change of Category	Bennington Investment Management Inc.	From: Investment Counsel & Portfolio Manager To: Limited Market Dealer & Investment Counsel & Portfolio Manager,	November 15, 2007
Consent to Suspension (Rule 33-501 - Surrender of Registration)	Closeburn Management Limited	Limited Market Dealer And Investment Counsel & Portfolio Manager	November 16, 2007
New Registration	Tonus Capital Inc.	Extra-provincial Investment Counsel and Portfolio Manager	November 16, 2007
New Registration	Northcrest Partners Inc.	Limited Market Dealer	November 16, 2007
Consent to Suspension (Rule 33-501 - Surrender of Registration)	CTI Capital Inc.	Investment Dealer	November 16, 2007.

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Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 MFDA Hearing Panel issues Decision and Reasons respecting Michael MacDonald Disciplinary Hearing

NEWS RELEASE
For immediate release

MFDA HEARING PANEL ISSUES DECISION AND REASONS RESPECTING MICHAEL MACDONALD DISCIPLINARY HEARING

November 14, 2007 (Toronto, Ontario) – A Hearing Panel of the Central Regional Council of the Mutual Fund Dealers Association of Canada (“MFDA”) has issued its Decision and Reasons in connection with the disciplinary hearing held in Toronto, Ontario on November 7, 2007 in respect of Michael MacDonald.

A copy of the Decision and Reasons is available on the MFDA website 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 162 Members and their approximately 75,000 Approved Persons 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

13.1.2 MFDA Hearing Panel issues Decision and Reasons respecting Kenneth Roy Breckenridge Disciplinary Hearing

NEWS RELEASE
For immediate release

MFDA HEARING PANEL ISSUES DECISION AND REASONS RESPECTING KENNETH ROY BRECKENRIDGE DISCIPLINARY HEARING

November 16, 2007 (Toronto, Ontario) – A Hearing Panel of the Central Regional Council of the Mutual Fund Dealers Association of Canada (“MFDA”) has issued its Decision and Reasons in connection with the disciplinary hearing held in Toronto, Ontario on October 31, 2007 in respect of Kenneth Breckenridge.

A copy of the Decision and Reasons is available on the MFDA website 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 162 Members and their approximately 75,000 Approved Persons 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

13.1.3 MFDA Hearing Panel Approves Settlement Agreement with John A. Moro

NEWS RELEASE
For immediate release

**MFDA HEARING PANEL APPROVES
SETTLEMENT AGREEMENT WITH JOHN A. MORO**

November 19, 2007 (Toronto, Ontario) – A Settlement Hearing in the Matter of John A. Moro was held today before a Hearing Panel of the Central Regional Council of the Mutual Fund Dealers Association of Canada (“MFDA”). The Hearing Panel approved the Settlement Agreement between the MFDA and John Moro. The following is a summary of the Order made by the Hearing Panel:

- (a) Mr. Moro shall surrender his registration as Branch Manager within 5 business days of today and shall be prohibited from acting in a supervisory capacity with a Member of the MFDA for a period of two (2) years from today;
- (b) Mr. Moro shall rewrite the appropriate proficiency examination prior to becoming re-registered in any supervisory capacity with a Member of the MFDA;
- (c) Mr. Moro shall pay a fine in the amount of \$5,000; and
- (d) Mr. Moro shall pay costs in the amount of \$2,500

The Hearing Panel advised that it would issue written reasons in due course.

A copy of the Order and Settlement Agreement are available on the MFDA website 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 162 Members and their approximately 75,000 Approved Persons 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

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