

The Ontario Securities Commission

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

The Ontario Securities Commission

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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 30, 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
Toronto, Ontario
M5H 3S8

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Margot C. Howard	—	MCH
Kevin J. Kelly	—	KJK
David L. Knight, FCA	—	DLK
Patrick J. LeSage	—	PJL
Carol S. Perry	—	CSP
Robert L. Shirriff, Q.C.	—	RLS
Suresh Thakrar, FIBC	—	ST
Wendell S. Wigle, Q.C.	—	WSW

December 3, 2007	8:30 a.m.	Land Banc of Canada Inc., LBC Midland I Corporation, Fresno Securities Inc., Richard Jason Dolan, Marco Lorenti and Stephen Zeff Freedman
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s. 127

H. Craig in attendance for Staff

Panel: PJL/ST

December 4, 2007	2:30 p.m.	Stanton De Freitas and Pharm Control Ltd.
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s. 127 and 127.1

P. Foy in attendance for Staff

Panel: JEAT/ST

December 5, 2007	10:00 a.m.	Imagin Diagnostic Centres Inc., Patrick J. Rooney, Cynthia Jordan, Allan McCaffrey, Michael Shumacher, Christopher Smith, Melvyn Harris and Michael Zelyony
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s. 127 and 127.1

H. Craig in attendance for Staff

Panel: JEAT

December 6, 2007	10:00 a.m.	FactorCorp Inc., FactorCorp Financial Inc. and Mark Twerdun
---------------------	------------	--

s. 127

M. Mackewn in attendance for Staff

Panel: RLS/ST

December 10, 2007	10:00 a.m.	Rex Diamond Mining Corporation, Serge Muller and Benoit Holemans
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s. 127 & 127(1)

H. Craig in attendance for Staff

Panel: WSW/KJK/DLK

December 11, 2007 2:30 p.m.	Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boulton and Peter Y. Atkinson s.127 J. Superina in attendance for Staff Panel: LER/MCH	January 11, 2008 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
December 14, 2007 10:00 a.m.	Saxon Financial Services, Saxon Consultants, Ltd., International Monetary Services, FXBridge Technology, Meisner Corporation, Merchant Capital Markets, S.A., Merchant Capital Markets, MerchantMarx et al s. 127(1) & (5) S. Horgan in attendance for Staff Panel: JEAT	January 16, 2008 10:00 a.m.	Jose Castaneda s. 127 and 127.1 H. Craig in attendance for Staff Panel: WSW/ST
December 18, 2007 10:00 a.m.	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 s. 127(1) & (5) Sean Horgan in attendance for Staff Panel: RLS/ST	January 22, 2008 2:30 p.m.	Global Partners Capital, WS Net Solution, Inc., Hau Wai Cheung, Christine Pan, Gurdip Singh Gahunia s. 127 S. Horgan in attendance for Staff Panel: JEAT
January 7, 2008 10:00 a.m.	*Philip Services Corp. and Robert Waxman s. 127 K. Manarin/M. Adams in attendance for Staff Panel: JEAT/MCH Colin Soule settled November 25, 2005 Allen Fracassi, Philip Fracassi, Marvin Boughton, Graham Hoey and John Woodcroft settled March 3, 2006 * Notice of Withdrawal issued April 26, 2007	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 s. 127 & 127.1 J. S. Angus in attendance for Staff Panel: JEAT/ST
		March 31, 2008 10:00 a.m.	Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton s. 127 H. Craig in attendance for Staff Panel: TBA

<p>April 2, 2008 10:00 a.m.</p>	<p>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.</p> <p>s. 127 and 127.1</p> <p>Y. Chisholm in attendance for Staff</p> <p>Panel: TBA</p>	<p>June 24, 2008 2:30 p.m.</p>	<p>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.</p> <p>s. 127 and 127.1</p> <p>P. Foy in attendance for Staff</p> <p>Panel: JEAT/ST</p>
<p>April 7, 2008 2:30 p.m.</p>	<p>Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown-Rodrigues)</p> <p>s.127 and 127.1</p> <p>D. Ferris in attendance for Staff</p> <p>Panel: TBA</p>	<p>November 3, 2008 10:00 a.m.</p>	<p>Rene Pardo, Gary Usling, Lewis Taylor Sr., Lewis Taylor Jr., Jared Taylor, Colin Taylor and 1248136 Ontario Limited</p> <p>s. 127</p> <p>E. Cole in attendance for Staff</p> <p>Panel: TBA</p>
<p>May 5, 2008 10:00 a.m.</p>	<p>John Illidge, Patricia McLean, David Cathcart, Stafford Kelley and Devendranauth Misir</p> <p>S. 127 & 127.1</p> <p>I. Smith in attendance for Staff</p> <p>Panel: TBA</p>	<p>TBA</p>	<p>Yama Abdullah Yaqeen</p> <p>s. 8(2)</p> <p>J. Superina in attendance for Staff</p> <p>Panel: TBA</p>
<p>May 5, 2008 10:00 a.m.</p>	<p>Norshield Asset Management (Canada) Ltd., Olympus United Group Inc., John Xanthoudakis, Dale Smith and Peter Kefalas</p> <p>s.127</p> <p>P. Foy in attendance for Staff</p> <p>Panel: TBA</p>	<p>TBA</p>	<p>Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell</p> <p>s. 127</p> <p>J. Waechter in attendance for Staff</p> <p>Panel: TBA</p>
		<p>TBA</p>	<p>Frank Dunn, Douglas Beatty, Michael Gollogly</p> <p>s.127</p> <p>K. Daniels in attendance for Staff</p> <p>Panel: TBA</p>

- 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

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

1.1.2 The Investment Funds Practitioner

November, 2007

THE INVESTMENT FUNDS PRACTITIONER

From the Investment Funds Branch, Ontario Securities Commission

What is the Investment Funds Practitioner

The Practitioner is an overview of recent issues that have arisen in connection with applications for discretionary relief, prospectuses, and continuous disclosure documents filed by investment funds with the OSC. We, the staff of the Investment Funds Branch, have written the Practitioner primarily for investment fund managers and their staff or advisors who regularly prepare public disclosure documents and applications for exemptive relief on behalf of investment funds.

The purpose of the Practitioner is to make you more broadly aware of some of the issues we have raised in connection with our reviews of documents filed with us and how we have resolved them. We hope that fund managers and their advisors will find this information useful and that the Practitioner can serve as a useful resource when preparing applications and disclosure documents.

Please note, however, that the information contained in the Practitioner is based upon particular factual circumstances and that outcomes may change as facts change or as regulatory approaches evolve. We will continue to assess each particular case on its own merits. Please also note that the Practitioner was prepared by staff of the Investment Funds Branch and the views it expresses do not necessarily reflect those of the Commission or the Canadian Securities Administrators.

Request for Feedback

This is the second edition of the Practitioner. We thank everyone for the feedback provided on the first edition published in April of this year on a trial basis. Your comments indicated that you find the Practitioner useful and that you are interested in seeing more editions of the Practitioner. We welcome your feedback and any suggestions for topics that you would like us to cover in future editions. Please forward your comments by email to investmentfunds@osc.gov.on.ca, or feel free to contact us.

Doug Welsh – Senior Legal Counsel, Investment Funds
(416) 593-8068

Susan Thomas – Legal Counsel, Investment Funds
(416) 593-8076

Who we are

Since the OSC created the Investment Funds Branch in March, 2003, the Branch has added a number of people who you may not have met. Many of the people in the Branch have been with the Commission in the investment funds area for a number of years, while others are relatively new to the Branch. Currently, our group is:

Stacey Barker	Senior Accountant
Shaill Bahuguna	Administrative Support Clerk
Eric Buenaflor	Financial Examiner
Oriole Burton	Review Officer & Administrative Assistant
Leslie Byberg	Acting Director
Raymond Chan	Senior Accountant
Joan DeLeon	Review Officer
Daniela Follegot	Legal Counsel
Patricia Fuller	Administrative Assistant
Robert Gates	Legal Counsel
Rhonda Goldberg	Manager
Pei-Ching Huang	Legal Counsel
Irene Lee	Legal Counsel
Tracey Leonardo	Administrative Assistant
Chantal Mainville	Senior Legal Counsel
Darren McKall	Senior Legal Counsel
Merzana Martinakis	Accountant
Parbatee Nandacumar	Administrative Assistant
Viraf Nania	Senior Accountant

Vera Nunes	Assistant Manager
Sarah Oseni	Senior Legal Counsel
Stephen Paglia	Legal Counsel
Violet Persaud	Review Officer
Susan Thomas	Legal Counsel
Doug Welsh	Senior Legal Counsel
Sovener Yu	Accountant

We hope to welcome additional staff to the Branch over the next year.

Applications for Relief

NI 81-107 – Sunsetting or Terminated Relief Orders

We have received several applications seeking the reissue of discretionary exemptions previously granted from the conflicts provisions in NI 81-102 – *Mutual Funds* and Part XXI of the Act. The sunset provisions under section 7.2 of NI 81-107 – *Independent Review Committee for Investment Funds* terminated these exemptions as of November 1, 2007.

NI 81-107 and consequential amendments to NI 81-102 codified the most frequently occurring exemptions. Several applicants, however, required the reissue of discretionary exemptions that we did not codify. The applications have included:

- The reissue of an exemption from s.4.1 of NI 81-102 to continue to permit funds to invest in private placements of reporting issuers underwritten by a related party underwriter.¹
- The reissue of exemptions from s. 4.2 of NI 81-102 and s. 118(2)(b) of the Act to permit mortgage funds to continue to purchase and sell mortgages with a related party.²
- The reissue of an exemption from s. 4.2 of NI 81-102 and s. 118(2)(b) of the Act to permit certain mutual funds to continue to purchase and sell debt securities with a related party.³

In each case, the Director granted the exemptions subject to several conditions including, most notably, that the funds' Independent Review Committee approve the transactions.

Relief to Permit Purchases of Asset Backed Commercial Paper(ABCP)

Beginning in the summer, we received several applications for exemptions from s. 4.2 of NI 81-102 and s. 118(2)(b) of the Act in connection with related party purchases of ABCP⁴. The transactions were designed to address liquidity issues in the ABCP market. A key condition or representation in the exemptions was the involvement of the funds' IRC in the transaction. You will note varying degrees of IRC involvement in each case. This reflects that the IRC may not have been fully operational as of the date of the application given that NI 81-107 did not require an IRC to be reviewing conflicts of interest until November 1, 2007. We anticipate that applications for similar relief after November 1, 2007 will generally include a condition that the IRC has approved the transaction.

Approval to Act as Trustee under the LTCA

The Commission has the authority to approve a body corporate that manages a mutual fund trust to act as trustee under section 213(3)(b) of the *Loan and Trust Corporations Act*. The Commission often approves applicants to act as trustee of pooled funds under section 213(3)(b). These applicants are generally unable to rely on the terms of Approval 81-901 *Approval of Trustees Under Clause 213(3)(b) of the Loan and Trust Corporations Act*. These approvals have been based on a number of grounds including that the funds have a custodian that meets the custodian requirements of NI 81-102.

We've recently received some LTCA applications where the applicant seeking approval to act as trustee of a fund is unable to represent that the fund has a custodian that meets the requirements of NI 81-102. In each instance we've raised comments

¹ See *In the Matter of Goodman & Company, Investment Counsel Ltd.* (August 24, 2007).

² See *In the Matter of Scotia Cassels Investment Counsel Limited* (October 31, 2007 under NI 81-102 and November 1, 2007 under Securities Act.) and *In the Matter of TD Asset Management Inc.* (October 31, 2007 under NI 81-102 and November 1, 2007 under Securities Act).

³ See *In the Matter of Altamira Investment Services Inc. et al.* (October 31, 2007 under NI 81-102 and November 1, 2007 under Securities Act).

⁴ See *In the Matter of Northwest Money Market Fund and Northwest Canadian Bond Fund* (September 25, 2007), *In the Matter of Mawer Investment Management Ltd. et al.* (September 20, 2007), *In the Matter of the Federation des Caisses Desjardins du Quebec* (September 18, 2007), and *In the Matter of IA Clarington Investment Inc. et al.* (September 4, 2007).

concerning the absence of a such a custodian. Applicants have generally responded by having the fund retain a qualified custodian.

Trades in Pooled Fund Units to Managed Accounts

The Commission has granted a series of discretionary exemptions from the registration and prospectus requirements of the Act over the past couple of years to permit the distribution of pooled fund units to certain fully managed accounts held by “secondary clients” who do not qualify as accredited investors.⁵

A portfolio manager acting on behalf of a fully managed account in Ontario is not an accredited investor when purchasing securities of an investment fund. As such, a managed account in Ontario may only invest in an investment fund on an exempt basis where the holder of that account either personally qualifies as an “accredited investor” under the tests set out in the term’s definition in NI 45-106 or is able to invest \$150,000 in the investment fund in accordance with the \$150,000 minimum investment amount exemption in section 2.10 of NI 45-106.

In certain instances, portfolio managers of managed accounts may agree from time to time to provide services to clients who are not accredited investors. These “secondary clients” are typically accepted because of a relationship between the “secondary client” and the “primary client” who qualifies as an accredited investor.

The Commission has granted exemptions from the registration and prospectus requirements to accommodate “secondary client” managed accounts. The Commission has granted the exemptions primarily on the basis that the “secondary clients” are an incidental part of the applicants’ asset management business which is primarily focused on the accredited investor clients. Conditions to these exemptions include that the “secondary clients” must fit within a specific class of relationship to the “primary client”. The classes are generally limited to a spouse, parent, grandparent, child or sibling of a primary client, or individuals who have another relationship with a primary client where there are exceptional factors that have persuaded the portfolio manager to accept such persons as clients for business reasons. The exemptions also typically include representations regarding the applicants’ minimum account thresholds.

Prospectuses

We have identified several prospectus disclosure issues over the past several months.

Closed End Funds – Annual Redemption at NAV

A common feature of many closed end funds that trade on the TSX is that the securities are redeemable once a year for net asset value. The general purpose of this feature is to limit the market discount to NAV these securities often trade at. We have noted several instances where closed end trusts terminated prematurely as a result of a substantial number of redemption requests on the annual redemption date. We understand that one of the risks associated with the annual redemption feature at net asset value is it may create an opportunity for arbitrage leading up to the annual redemption date.

Several industry responses to this risk have included: the automatic conversion of a closed end fund to a mutual fund upon the occurrence of certain events; early redemption fees; and the removal of the annual redemption feature at net asset value. Recently, we have been raising comments on prospectuses filed by closed end funds that include an annual redemption feature at net asset value when it is unclear from the prospectus disclosure if the funds have adopted any measures to address the risks associated with the annual redemption feature. We have also been raising comments aimed at improving the risk factor disclosure typically provided regarding the annual redemption feature⁶.

Flow Through LPs and Closed End Funds - Performance Data of Related Funds

Flow Through LPs and Closed End Funds often include disclosure in their prospectuses regarding the past performance of other funds managed by the same manager (Related Funds) or the past performance of a proposed portfolio of securities. Flow Through LPs also often include disclosure regarding the past performance of a Related Fund that the Flow Through LP will roll its assets into after 2 years.

We have raised comments over the years regarding the disclosure of past performance with a view to making it more balanced and full, true, and plain. Industry responses that we believe have improved disclosure include:

⁵ See, for example, *In the Matter of Gluskin Sheff and Associates Inc. et al.* (August 5, 2005); *In the Matter of Nexus North American Balanced Fund et al.* (August 28, 2007); *In the Matter of Cumberland Private Wealth Management Inc. et al.* (May 18, 2007); *In the Matter of Northwood Stephens Private Counsel Inc. et al.* (May 4, 2007); *In the Matter of Manitou Investments Management Ltd. et al.* (February 23, 2007); and *In the Matter of Newport Investment Counsel Inc. et al.* (October 2, 2007).

⁶ See, for instance, the risk factor disclosure in the final prospectus filed by Faircourt Gold Corporation (October 30, 2007).

- Disclosing the performance data in the body of the prospectus, but not on the cover page.
- Including annual compound returns rather than cumulative returns.
- Including performance data for all Related Funds with similar investment objectives rather than just the Related Funds that have performed well.
- Including performance data for Related Funds or portfolio companies that have at least a 12 month reporting history.
- Including performance data for standard performance periods of 1, 3, 5, and 10 years when available or since inception if not.
- Including performance data net of fees.
- Including performance data for a Related Fund that is actually the fund that the Flow-Through LP will roll its assets into rather than a fund that is similar to the fund that the Flow-Through LP will roll its assets into.
- Removing hypothetical back tested performance data for a new formula or index.

Advertising During the Waiting Period

We have received several inquiries from closed end trusts in the past few months regarding what content may be included in advertisements during the waiting period between the filing of a preliminary prospectus and the final prospectus. We suggest that issuers and their advisers review s. 65(2) of the Act and remind the industry that this provision applies to investment funds. Issuers and their advisers may also wish to review the guidance provided in OSC Policy 47-601 – *Advertising During Waiting Period Between Preliminary and Final Prospectuses*, OSC Policy 47-701 – *Advertising and Use of Marketing Material During the Waiting Period*, and OSC Policy 47-703 – *Media Articles Appearing During the Waiting Period*. In addition to the guidance provided in those policies, we suggest that issuers not disclose material during the waiting period that is unduly promotional and carefully consider whether the disclosure of performance data in advertising material is appropriate. We sometimes request a copy of the greensheet and other marketing materials under our prospectus reviews.

Continuous Disclosure

CICA Handbook Section 3855

The Director granted an exemption under NI 81-106 from section 14.2 dated September 28, 2006⁷ and recently renewed this exemption in a decision dated September 28, 2007.⁸ Section 14.2 of NI 81-106 requires investment funds to calculate NAV in accordance with GAAP. The Director's 2006 decision effectively exempted investment funds from section 3855 in connection with calculating NAV for purposes other than their financial statements. The Director's decision included a condition that the investment fund's financial statements must include a reconciliation of NAV in the financial statements to NAV for other purposes. The decision also contained a sunset clause so that it expired on the earlier of September 30, 2007 or the date on which changes to Part 14 of NI 81-106 come into effect. The exemption will now expire on the earlier of September 30, 2008 and the date on which changes to Part 14 of NI 81-106 come into effect.

See, for instance, the risk factor disclosure in the final prospectus filed by Faircourt Gold Corporation (October 30, 2007).

⁷ *In the Matter of AGF Funds Inc. et al.* dated September 28, 2006.

⁸ *In the Matter of AGF Funds Inc. et al.* dated September 28, 2007.

1.2 Notices of Hearing

DATED at Toronto this "21st" day of November 2007.

1.2.1 Sunwide Finance Inc. et al. - ss. 127(7), 127(8)

"John Stevenson"

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

AND

**IN THE MATTER OF
SUNWIDE FINANCE INC., SUN WIDE GROUP,
SUN WIDE GROUP FINANCIAL INSURERS
& UNDERWRITERS, WI-FI FRAMEWORK
CORPORATION, BRYAN BOWLES,
STEVEN JOHNSON, FRANK R. KAPLAN,
AND GEORGE SUTTON**

**NOTICE OF HEARING
Sections 127(7) and 127(8)**

WHEREAS on November 19, 2007, the Ontario Securities Commission (the "Commission") issued a temporary cease trade order pursuant to sections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") ordering that Sunwide Finance Inc., Sun Wide Group Financial Insurers & Underwriters, Wi-Fi Framework Corporation, and their officers, directors, employees and/or agents cease trading in all securities immediately, including the securities of Wi-Fi Framework Corporation;

TAKE NOTICE THAT the Commission will hold a hearing pursuant to subsections 127(7) and (8) of the Act at the offices of the Commission, 20 Queen Street West, 17th Floor, Large Hearing Room, commencing on December 3, 2007 at 2:00 p.m., or as soon thereafter as the hearing can be held;

TO CONSIDER whether it is in the public interest for the Commission:

- 1) to extend the Temporary Order pursuant to subsections 127(7) and (8) of the Act until the conclusion of the hearing, or until such further time as considered necessary by the Commission;
- 2) to make such further orders as the Commission considers appropriate;

BY REASON OF the facts recited in the Temporary Order and of such allegations and evidence as counsel may advise and the Commission may permit;

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

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

1.3 News Releases

1.3.1 Dialogue with the OSC 2007: Responsive Regulation for Today's Capital Markets

**Media Advisory
FOR IMMEDIATE RELEASE
November 22, 2007**

**DIALOGUE WITH THE OSC 2007:
RESPONSIVE REGULATION FOR
TODAY'S CAPITAL MARKETS**

Toronto – On Tuesday, November 27, 2007, the Ontario Securities Commission (OSC) will host Canada's largest securities regulation conference, featuring key representatives from securities regulators and industry organizations in Canada, the United States and the United Kingdom. Distinguished speakers at Dialogue with the OSC 2007 will include:

- **David Wilson**, Chair, Ontario Securities Commission
- **Arthur Levitt**, former Chairman, U.S. Securities and Exchange Commission
- **Linda Chatman Thomsen**, Director of Enforcement, U.S. Securities and Exchange Commission

Attendees will also hear from leading industry practitioners and senior OSC staff on major developments in securities regulation and important issues facing today's capital markets. Topics for discussion include:

- **Comparing enforcement approaches: Does a border make a difference?** A discussion on the enforcement approaches and priorities of the OSC and the U.S. Securities and Exchange Commission.
- **The disclosure environment in today's capital markets** Panelists will examine disclosure issues related to M&A transactions and the exempt market, as well as principal protected notes and continuous disclosure reviews.
- **Registration reform: What it means for registrants** A discussion on how the proposed registration requirements will impact fund managers, dealers and portfolio managers.
- **Financial reporting: Global standards for Canada's capital markets** A discussion regarding the policy implications and challenges for capital market participants of adopting International Financial Reporting

Standards (IFRS) and International Standards on Auditing (ISA).

- **How Passport will work for Ontario market participants** A regulatory and user perspective on the Passport System, including a discussion of CSA harmonization efforts, operational issues related to the proposed interfaces, and how fees may be impacted.

When: Tuesday, November 27, 2007
7:30 a.m. Registration
8:30 a.m. Opening Remarks

Where: Metro Toronto Convention Centre
North Building, Level 100
Toronto, Ontario

For a complete conference agenda, and more information, please visit the OSC website www.osc.gov.on.ca/dialogue.

Interested media are invited to register in advance. For media inquiries and to schedule an interview with conference panelists, please contact:

Laurie Gillett
Manager, Public Affairs
416-595-8913
lgillett@osc.gov.on.ca

Carolyn Shaw-Rimmington
Assistant Manager, Public Affairs
416-593-2361
cshawrimmington@osc.gov.on.ca

1.3.2 Notice of Appeal of Commission Decision in the Matter of Northern Securities Inc. et al.

**FOR IMMEDIATE RELEASE
November 23, 2007**

**NOTICE OF APPEAL OF COMMISSION DECISION
IN THE MATTER OF
NORTHERN SECURITIES INC. ET AL**

TORONTO - On November 21, 2007, the Ontario Securities Commission (Commission) received a Notice of Appeal from Northern Securities Inc., Vic Alboini & Christopher Shaule advising that they are appealing the decision of the Commission dated October 23, 2007 to the Divisional Court.

A copy of the Commission's Reasons and Decision, which are under appeal, is available at www.osc.gov.on.ca.

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

Laurie Gillett
Manager, Public Affairs
416-595-8913

Carolyn Shaw-Rimmington
Assistant Manager,
Public Affairs
416-593-2361

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

1.3.3 OSC Announces Appointment of Special Advisor on Enforcement & Ethics Matters

**FOR IMMEDIATE RELEASE
November 28, 2007**

**OSC ANNOUNCES APPOINTMENT
OF SPECIAL ADVISOR ON
ENFORCEMENT & ETHICS MATTERS**

TORONTO - The Ontario Securities Commission (OSC) announced today the appointment of James Alexander "Sasha" Angus as Special Advisor to the Chair and Executive Director on enforcement and ethics matters, effective January 7, 2008.

The new senior advisory position was created to provide independent advice to the Chair & CEO and the Executive Director & CAO on litigation and enforcement matters, as well as on ethics issues. The position is responsive to a number of issues raised and recommendations made by the 2006 Allen Committee Task Force.

"I am very much looking forward to my new role here at the Commission and the opportunity to assist the Chair and Executive Director by providing independent strategic advice on important enforcement and ethical issues," said Mr. Angus.

Mr. Angus is an experienced senior litigator with specialized litigation experience before a variety of forums at the Provincial and Superior Court and Court of Appeal levels, as well as before the Supreme Court of Canada and administrative tribunals. He received law degrees from the University of British Columbia and Oxford University and had 15 years of litigation practice with Farris & Co. in Vancouver before joining the British Columbia Securities Commission where he was Director of Enforcement for nine years. Mr. Angus joined the OSC in 2006 as Special Litigation Counsel and Senior Policy Advisor to the Enforcement Branch.

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

Laurie Gillett
Manager, Public Affairs
416-595-8913

Carolyn Shaw-Rimmington
Assistant Manager,
Public Affairs
416-593-2361

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

1.4 Notices from the Office of the Secretary

1.4.1 Limelight Entertainment Inc. et al.

**FOR IMMEDIATE RELEASE
November 22, 2007**

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

AND

**IN THE MATTER OF
LIMELIGHT ENTERTAINMENT INC.,
CARLOS A. DA SILVA, DAVID C. CAMPBELL,
JACOB MOORE AND JOSEPH DANIELS**

TORONTO – The Commission issued an Order today granting leave for the withdrawal of Gary R. Clewley as counsel of record to Carlos A. Da Silva in the above noted matter.

A copy of the Order dated November 22, 2007 is 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
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Carolyn Shaw-Rimmington
Assistant Manager,
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416-593-2361

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

1.4.2 Sunwide Finance Inc. et al.

**FOR IMMEDIATE RELEASE
November 23, 2007**

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

AND

**IN THE MATTER OF
SUNWIDE FINANCE INC., SUN WIDE GROUP,
SUN WIDE GROUP FINANCIAL INSURERS
& UNDERWRITERS, WI-FI FRAMEWORK
CORPORATION, BRYAN BOWLES,
STEVEN JOHNSON, FRANK R. KAPLAN,
AND GEORGE SUTTON**

TORONTO – The Office of the Secretary issued a Notice of Hearing on November 21, 2007, scheduling the hearing in the above named matter to commence on December 3, 2007 at 2:00 p.m.

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

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries: Wendy Dey
Director, Communications
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416-593-2361

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

1.4.3 Borealis International Inc. et al.

FOR IMMEDIATE RELEASE
November 28, 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 – Following a hearing held today, the Commission issued an Order extending the temporary cease trade order of November 15, 2007, subject to certain conditions, as against certain of the respondents until May 27, 2008 and as against certain other respondents until January 11, 2008 in the above named matter.

This matter is set to return before the Commission on January 11, 2008 at 10:00 a.m.

A copy of the Order dated November 28, 2007 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries: Wendy Dey
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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Claymore Investments, Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Exemptive relief granted to exchange traded Fund offered in continuous distribution from certain mutual fund requirements and restrictions on: transmission of purchase or redemption orders, issuing units for cash or securities, calculation and payment of redemptions and date of record for payment of distributions – National Instrument 81-102 Mutual Funds.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 9.1, 9.4(2), 10.2, 10.3, 14.1, 19.1.

November 16, 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, YUKON,
NORTHWEST TERRITORIES AND NUNAVUT
(the “Jurisdictions”)

AND

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

AND

IN THE MATTER OF
CLAYMORE INVESTMENTS, INC.
(the “Filer”)

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the “Decision Maker”) in each of the Jurisdictions has received an application from the Filer for a decision under Section 19.1 of National Instrument 81-102 (“NI 81-102”) for exemptive relief from the following provisions of NI 81-102:

1. Sections 9.1 and 10.2 to permit purchases and sales of units (“Units”) of Claymore Premium

Money Market ETF (the “Fund”) on The Toronto Stock Exchange (the “TSX”);

2. Section 9.4(2) to permit the Fund to accept a combination of cash and securities as subscription proceeds for Units;
3. Section 10.3 to permit the Fund to redeem less than the Prescribed Number of Units at a discount to their market price, instead of at their net asset value; and
4. permission under Section 14.1 to permit the Fund to establish a record date for distributions in accordance with TSX Rules.

Paragraphs 1 through 4 above are collectively referred to in this decision as the “Requested Relief”.

Under the Mutual Reliance Review System for Exemptive Relief Applications:

1. the OSC is the principal regulator for this application; and
2. this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

“Basket of Securities” means, a group of securities determined by the Filer from time to time representing the constituents of the investment portfolio then held by the Fund.

“Designated Brokers” means registered brokers and dealers that enter into agreements with the Fund to perform certain duties in relation to the Fund.

“Prescribed Number of Units” means the number of Units of the Fund determined by the Filer from time to time for the purpose of subscription orders, exchanges, redemptions or for other purposes.

“Underwriters” means registered brokers and dealers that have entered into underwriting agreements with the Fund and that subscribe for and purchase Units from the Fund, and “Underwriter” means any one of them.

“Unitholders” means beneficial and registered holders of Units.

Section references set out in this decision are references to NI 81-102, unless otherwise indicated.

Defined terms contained in NI 81-102 and 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:

Background

1. The Fund is a mutual fund trust governed by the laws of Ontario and a reporting issuer under the laws of all of the Jurisdictions.
2. Claymore has applied to list the Units of the Fund on the TSX. Claymore will not file a final prospectus for the Fund until the TSX has conditionally approved the listing of Units.
3. Units issued by the Fund will not be index participation units within the meaning of NI 81-102. The Fund will be generally described as an exchange-traded fund.
4. Claymore is the trustee and manager of the Fund and is a registered investment counsel and portfolio manager in Ontario and is registered as an investment adviser with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940 (the "**Advisers Act**"). Claymore is a wholly-owned subsidiary of Claymore Group, Inc., a financial services and asset management company based in Lisle, Illinois. Claymore Group, Inc. and its U.S. affiliates include two investment advisers registered with the U.S. Securities and Exchange Commission under the Advisers Act and a broker-dealer registered with the National Association of Securities Dealers, Inc. under the United States Securities Exchange Act of 1934.
5. The Fund's investment objective is to maximize current income to the extent consistent with the preservation of capital and liquidity by investing in high-quality, short-term (one year or less) debt securities.

The net proceeds of the Fund's initial public offering will be invested in a diversified and actively managed portfolio consisting of high-quality, short-term (one year or less) debt securities, including treasury bills and promissory notes issued or guaranteed by Canadian governments or their agencies, bankers acceptances, and commercial paper (excluding asset-backed commercial paper) issued by Canadian chartered banks, loan companies, trust companies and corporations. Investments made by the Fund will be in the top two ratings categories of any of the approved credit rating organizations (as defined in NI 81-102).

6. Units may only be subscribed for or purchased directly from the Fund by Underwriters or Designated Brokers and orders may only be placed for Units in the Prescribed Number of Units (or an integral multiple thereof) on any day when there is a trading session on the TSX.
7. The Fund will appoint Designated Brokers to perform certain functions which include standing in the market with a bid and ask price for Units of the Fund for the purpose of maintaining liquidity for the Units.
8. Each Underwriter or Designated Broker that subscribes for Units must deliver, in respect of each Prescribed Number of Units to be issued, a Basket of Securities and cash in an amount sufficient so that the value of the Basket of Securities and cash delivered is equal to the net asset value of the Units subscribed for next determined following the receipt of the subscription order. In the discretion of Claymore, the Fund may also accept subscriptions for Units in cash only, in securities other than Baskets of Securities and/or in a combination of cash and securities other than Baskets of Securities, in an amount equal to the net asset value of the Units next determined following the receipt of the subscription order.
9. The net asset value per Unit of the Fund will be calculated and published daily and the investment portfolio of the Fund will be made available daily on Claymore's website.
10. Upon notice given by Claymore from time to time and, in any event, not more than once quarterly, a Designated Broker will subscribe for Units in cash in an amount not to exceed 0.3% of the net asset value of the Fund, or such other amount established by Claymore and disclosed in the prospectus of the Fund, next determined following delivery of the notice of subscription to that Designated Broker.
11. Neither the Underwriters nor the Designated Brokers will receive any fees or commissions in connection with the issuance of Units to them. Claymore may, at its discretion, charge an administration fee on the issuance of Units to the Designated Brokers or Underwriters.
12. Except as described in paragraphs 6 through 10 above, Units may not be purchased directly from the Fund. Investors are generally expected to purchase Units through the facilities of the TSX. However, Units may be issued directly to Unitholders upon the reinvestment of distributions of income or capital gains and in accordance with the distribution reinvestment plan of the Fund, if such plan is implemented.

13. Unitholders that wish to dispose of their Units may generally do so by selling their Units on the TSX, through a registered broker or dealer, subject only to customary brokerage commissions. A Unitholder that holds a Prescribed Number of Units or an integral multiple thereof may exchange such Units for Baskets of Securities and cash; Unitholders may also redeem their Units for cash at a redemption price equal to 95% of the closing price of the Units on the TSX on the date of redemption.
14. As manager, Claymore receives a fixed annual fee from the Fund. Such annual fee is calculated as a fixed percentage of the net asset value of the Fund. As manager, Claymore is responsible for all costs and expenses of the Fund except the management fee, any expenses related to the implementation and on-going operation of an independent review committee under National Instrument 81-107, brokerage expenses and commissions, income taxes and withholding taxes and extraordinary expenses. These costs and expenses include any service fee and fees payable to service providers retained by Claymore.
15. Unitholders will have the right to vote at a meeting of Unitholders in respect of the Fund in certain circumstances, including prior to any change in the fundamental investment objective of the Fund, any change to their voting rights and prior to any increase in the amount of fees payable by the Fund.

Decision

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

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

1. in respect of the relief granted from subsection 9.4(2), the acceptance of any securities as payment for the issue price of Units is made in accordance with paragraph 9.4(2)(b); and
2. in respect of the relief granted from section 14.1, the Fund complies with applicable TSX requirements in setting the record date for payment of distributions.

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

2.1.2 Canadian Apartment Properties Real Estate Investment Trust - MRRS Decision

Headnote

MRRS – Exemption from s. 2.1 of National Instrument 44-101 Short Form Prospectus Distributions – Issuer permitted to use Form 44-101F1.

Applicable Legislative Provisions

National Instrument 44-101 Short Form Prospectus Distributions, s. 2.2(c).

October 31, 2007

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUEBEC, NOVA SCOTIA,
NEWFOUNDLAND AND LABRADOR,
PRINCE EDWARD ISLAND AND NEW BRUNSWICK,
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
CANADIAN APARTMENT PROPERTIES
REAL ESTATE INVESTMENT TRUST
(the Filer or the REIT)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application (the Application) from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) that the Filer be exempted from the provisions of section 2.1 of National Instrument 44-101 *Short Form Prospectus Distributions* (NI 44-101) so as to permit the REIT to file a short form prospectus under NI 44-101 (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 44-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

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

1. The REIT is an internally managed unincorporated closed-end real estate investment trust owning interests in multi-unit residential properties including apartment buildings and townhouses located in major urban centres across Canada and two land lease adult lifestyle communities.
2. The REIT was established under the laws of the Province of Ontario by a declaration of trust and its head office is located in Toronto, Ontario.
3. The REIT is a reporting issuer under the securities legislation of each of the provinces and territories of Canada.
4. The units of the REIT are listed and posted for trading on the Toronto Stock Exchange under the trading symbol CAR.UN.
5. The REIT completed its initial public offering on May 21, 1997 pursuant to its final long form prospectus dated May, 12 1997.
6. As at October 22, 2007, the REIT had ownership interests in 27,853 residential suites well diversified by geographic location and asset class and 1,233 land lease sites.
7. As at and for the year ended December 31, 2006 the REIT had assets in excess of \$2 billion, net operating income ("NOI") (calculated as revenue less operating expenses (including trust expenses, interest income, interest on bank indebtedness and interest expense), but before deducting depreciation expense) of approximately \$132.5 million and income from continuing operations of approximately \$722,000.
8. As at and for the year ended December 31, 2005 the REIT had assets of approximately \$1.9 billion, net operating income of approximately \$120.9 million and income from continuing operations of approximately \$1.3 million.
9. Since August 15, 2006, the date of a Decision Document issued by the Decision Makers evidencing the final receipt of the regulators in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Northwest Territories, Yukon and Nunavut for the short form prospectus of the REIT

dated August 15, 2006, the REIT completed five acquisitions (collectively, the Acquisitions) with aggregate acquisition costs of \$259.2 million. Three of these acquisitions were completed in 2007, with aggregate acquisition costs of \$234.3 million (in the aggregate, less than 12% of the consolidated assets of the REIT as at December 31, 2006) and two were completed in 2006 (post August 15), with aggregate acquisition costs of approximately \$24.9 million (in the aggregate, approximately 1.3% of the consolidated assets of the REIT as at December 31, 2005).

10. The Acquisitions were acquisitions of land and buildings as opposed to shares of corporations.
11. The Acquisitions are not significant under the asset test or the investment test outlined in Part 8.3 of NI 51-102.
12. The application of the income test using income from continuing operations of the REIT produces anomalous results because the significance of the Acquisitions is exaggerated out of proportion to their significance on an objective basis in comparison to the results of the asset and investment tests.
13. Under Part 8 of NI 51-102 the REIT is required to file a business acquisition report ("BAR") for any significant acquisitions (as such term is used in Part 8 of NI 51-102) that it completes and such BAR must contain certain financial statements of the acquired business. The REIT has not filed any BARs in respect of the Acquisitions, and therefore has not filed all periodic and timely disclosure documents that it is required to have filed in the Jurisdictions.
14. The REIT filed and obtained an MRRS decision document for a preliminary short form prospectus (the Preliminary Prospectus) on October 23, 2007. The REIT intends to file a final short form prospectus on October 31, 2007 (the Final Prospectus), as required by the terms of an underwriting agreement dated October 23, 2007 between the REIT and RBC Dominion Securities Inc., Scotia Capital Inc., TD Securities Inc., BMO Nesbitt Burns Inc., National Bank Financial Inc., Canaccord Capital Corporation, and CIBC World Markets Inc.

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 the Final Prospectus contains disclosure that:

- (i) the Filer has received the Requested Relief,

- (ii) the date that the Requested Relief was granted, and
- (iii) the Filer had not obtained the Requested Relief at the time of filing the Preliminary Prospectus.

“Erez Blumberger”
Manager, Corporate Finance
Ontario Securities Commission

2.1.3 Claymore Investments, Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Exemptive relief granted to exchange-traded Fund for initial and continuous distribution of units, including: relief from dealer registration requirements to permit promoter to disseminate sales communications promoting the Fund subject to compliance with Part 15 of NI 81-102, relief to permit the Fund’ prospectus to not contain an underwriter’s certificate, and relief from take-over bid requirements in connection with normal course purchases of units on the Toronto Stock Exchange as the declaration of trust provides that no unitholder can exercise voting rights beyond the 20% threshold.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 25(1), 59(1), 74(1), 95, 96, 97, 98, 100, 104(2)(c), 147.

Rules Cited

National Instrument 81-102 Mutual Funds – Part 15.

November 16, 2007

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

AND

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

AND

IN THE MATTER OF
CLAYMORE INVESTMENTS, INC.
(the “Filer”)

MRRS DECISION DOCUMENT

Background

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

1. the registration requirement of the Legislation does not apply to the Filer in connection with its dissemination of sales communications relating to

the distribution of units (“Units”) of Claymore Premium Money Market ETF (the “Fund”);

2. in connection with the distribution of securities of the Fund pursuant to a prospectus, the Fund be exempt from the requirement that the prospectus contain a certificate of the underwriter or underwriters who are in a contractual relationship with the issuer whose securities are being offered; and
3. purchasers of units of the Fund be exempted from the requirements of the Legislation related to take-over bids, including the requirement to file a report of a take-over bid and the accompanying fee with each applicable Jurisdiction, (the “Take-over Bid Requirements”) in respect of take-over bids for the Fund.

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

“Basket of Securities” means a group of securities determined by the Filer from time to time representing the constituents of the investment portfolio then held by the Fund.

“Designated Brokers” means registered brokers and dealers that enter into agreements with the Fund to perform certain duties in relation to the Fund.

“Prescribed Number of Units” means the number of Units of the Fund determined by the Filer from time to time for the purpose of subscription orders, exchanges, redemptions or for other purposes.

“Underwriters” means registered brokers and dealers that have entered into underwriting agreements with the Fund and that subscribe for and purchase Units from the Fund, and “Underwriter” means any one of them.

“Unitholders” means beneficial and registered holders of Units.

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:

Background

1. The Fund is a mutual fund trust governed by the laws of Ontario and a reporting issuer under the laws of all of the Jurisdictions.
2. Claymore has applied to list the Units of the Fund on the Toronto Stock Exchange (“TSX”). Claymore will not file a final prospectus for the Fund until the TSX has conditionally approved the listing of Units.
3. Units issued by the Fund will not be index participation units within the meaning of National Instrument 81-102 – *Mutual Funds* (“NI 81-102”). The Fund will be generally described as an exchange-traded fund (“ETF”).
4. Claymore is the trustee and manager of the Fund and is a registered investment counsel and portfolio manager in Ontario and is registered as an investment adviser with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940 (the “Advisers Act”). Claymore is a wholly-owned subsidiary of Claymore Group, Inc., a financial services and asset management company based in Lisle, Illinois. Claymore Group, Inc. and its U.S. affiliates include two investment advisers registered with the U.S. Securities and Exchange Commission under the Advisers Act and a broker-dealer registered with the National Association of Securities Dealers, Inc. under the United States Securities Exchange Act of 1934.
5. The Fund's investment objective is to maximize current income to the extent consistent with the preservation of capital and liquidity by investing in high-quality, short-term (one year or less) debt securities.

The net proceeds of the Fund's initial public offering will be invested in a diversified and actively managed portfolio consisting of high-quality, short-term (one year or less) debt securities, including treasury bills and promissory notes issued or guaranteed by Canadian governments or their agencies, bankers acceptances, and commercial paper (excluding asset-backed commercial paper) issued by Canadian chartered banks, loan companies, trust companies and corporations. Investments made by the Fund will be in the top two ratings categories of any of the approved credit rating organizations (as defined in NI 81-102).
6. Units may only be subscribed for or purchased directly from the Fund by Underwriters or Designated Brokers and orders may only be placed for Units in the Prescribed Number of Units (or an integral multiple thereof) on any day when there is a trading session on the TSX.

7. The Fund will appoint Designated Brokers to perform certain functions which include standing in the market with a bid and ask price for Units of the Fund for the purpose of maintaining liquidity for the Units.
8. Each Underwriter or Designated Broker that subscribes for Units must deliver, in respect of each Prescribed Number of Units to be issued, a Basket of Securities and cash in an amount sufficient so that the value of the Basket of Securities and cash delivered is equal to the net asset value of the Units subscribed for next determined following the receipt of the subscription order. In the discretion of Claymore, the Fund may also accept subscriptions for Units in cash only, in securities other than Baskets of Securities and/or in a combination of cash and securities other than Baskets of Securities, in an amount equal to the net asset value of the Units next determined following the receipt of the subscription order.
9. The net asset value per Unit of the Fund will be calculated and published daily and the investment portfolio of the Fund will be made available daily on Claymore's website.
10. Upon notice given by Claymore from time to time and, in any event, not more than once quarterly, a Designated Broker will subscribe for Units in cash in an amount not to exceed 0.3% of the net asset value of the Fund, or such other amount established by Claymore and disclosed in the prospectus of the Fund, next determined following delivery of the notice of subscription to that Designated Broker.
11. Neither the Underwriters nor the Designated Brokers will receive any fees or commissions in connection with the issuance of Units to them. Claymore may, at its discretion, charge an administration fee on the issuance of Units to the Designated Brokers or Underwriters.
12. Except as described in paragraphs 6 through 10 above, Units may not be purchased directly from the Fund. Investors are generally expected to purchase Units through the facilities of the TSX. However, Units may be issued directly to Unitholders upon the reinvestment of distributions of income or capital gains and in accordance with the distribution reinvestment plan of the Fund, if such plan is implemented.
13. Unitholders that wish to dispose of their Units may generally do so by selling their Units on the TSX, through a registered broker or dealer, subject only to customary brokerage commissions. A Unitholder that holds a Prescribed Number of Units or an integral multiple thereof may exchange such Units for Baskets of Securities and cash; Unitholders may also redeem their Units for cash at a redemption price equal to 95% of the closing price of the Units on the TSX on the date of redemption.
14. As manager, Claymore receives a fixed annual fee from the Fund. Such annual fee is calculated as a fixed percentage of the net asset value of the Fund. As manager, Claymore is responsible for all costs and expenses of the Fund except the management fee, any expenses related to the implementation and on-going operation of an independent review committee under National Instrument 81-107, brokerage expenses and commissions, income taxes and withholding taxes and extraordinary expenses. These costs and expenses include any service fee and fees payable to service providers retained by Claymore.
15. No investment dealers will act as principal distributors for the Fund in connection with the distribution of Units. The Underwriters will not receive any commission or other payment from the Fund or Claymore. As a result, Claymore will be the only entity desiring to foster market awareness and promote trading in the Units through the dissemination of sales communications.
16. Because Underwriters will not receive any remuneration for distributing Units, and because Underwriters will change from time to time, it is not practical to require an underwriters' certificate in the prospectus of the Fund.
17. Unitholders will have the right to vote at a meeting of Unitholders in respect of the Fund in certain circumstances, including prior to any change in the fundamental investment objective of the Fund, any change to their voting rights and prior to any increase in the amount of fees payable by the Fund.
18. Although Units trade on the TSX and the acquisition of Units can therefore be subject to the Take-over Bid Requirements:
 - (a) It will not be possible for one or more Unitholders to exercise control or direction over the Fund as the declaration of trust in respect of the Fund will ensure that there can be no changes made to the Fund which do not have the support of Claymore and will ensure that a Unitholder cannot exercise the votes attached to Units which represent 20% or more of the votes attached to all outstanding Units;
 - (b) It will be difficult for purchasers of Units to monitor compliance with the Take-over Bid Requirements because the number of outstanding Units will always be in flux

as a result of the ongoing issuance and redemption of Units by the Fund; and

- (c) The way in which Units will be priced deters anyone from either seeking to acquire control of, or offering to pay a control premium for, outstanding Units because Unit pricing will be dependent upon the performance of the portfolio of the Fund as a whole.

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:

1. the registration requirement of the Legislation does not apply to the Filer in connection with its dissemination of sales communications relating to the distribution of Units of the Fund, provided the Filer complies with Part 15 of NI 81-102;
2. in connection with the distribution of Units of the Fund pursuant to a prospectus or any renewal prospectus, the Fund is exempt from the requirement of the Legislation that the prospectus or renewal prospectus contain a certificate of the Underwriters; and
3. the purchase of Units by a person or company in the normal course through the facilities of the TSX is exempt from the Take-over Bid Requirements from the time the Fund becomes and for so long as the Fund remains an ETF.

“Wendell S. Wigle”
Commissioner
Ontario Securities Commission

“Carol S. Perry”
Commissioner
Ontario Securities Commission

2.1.4 540 Capital Corp. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – application for relief from the take-over bid requirements; offeror wishes to complete acquisition of all the issued and outstanding securities of offeree; offeree is private company with no published market for the securities; acquisition will be completed in compliance with the policies of the TSX Venture Exchange; shareholders will receive prospectus-level disclosure.

Applicable Ontario Statutory Provisions

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

October 24, 2007

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, SASKATCHEWAN, ONTARIO,
AND NEWFOUNDLAND AND LABRADOR
(the Jurisdictions)**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM**

AND

**IN THE MATTER OF
540 CAPITAL CORP.
(the Filer)**

MRRS DECISION DOCUMENT

Background

1. The local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the take over bid requirements contained in the Legislation do not apply in connection with the acquisition of all the issued and outstanding shares of Golden Dory Resources Limited (**Golden Dory**) by the Filer (the **Transaction**) (the **Requested Relief**).
2. Under the Mutual Reliance Review System for Exemptive Relief Applications (**MRRS**):
 - (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

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

Representations

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

- (a) The Filer is incorporated under the *Business Corporation Act* (Alberta) and is a reporting issuer in British Columbia and Alberta.
- (b) The Filer's head office is in Calgary, Alberta.
- (c) The Filer's common shares are listed on the TSX Venture Exchange (the **Exchange**) and the Filer is classified as a "Capital Pool Company" under the policies of the Exchange.
- (d) Golden Dory is incorporated under the *Corporation Act* (Newfoundland) and Labrador and is not and has never been a reporting issuer in any jurisdiction in Canada. Golden Dory's securities have never been listed for posting or trading on any exchange or marketplace.
- (e) Golden Dory's head office is in Gambo, Newfoundland.
- (f) There is no published market for Golden Dory's securities.
- (g) Golden Dory has 9,361,000 common shares (the **Common Shares**) outstanding held by 61 shareholders (the **Shareholders**), of whom:
 - (i) 15 reside in British Columbia and hold 1,513,000 Common Shares;
 - (ii) 15 reside in Ontario and hold 2,219,000 Common Shares;
 - (iii) 3 reside in Saskatchewan and hold 60,000 Common Shares;
 - (iv) 27 reside in Newfoundland and hold 5,469,000 Common Shares; and
 - (v) 1 resides in a foreign jurisdiction and holds 100,000 Common Shares.

- (h) All of the Shareholders purchased their shares under the exemptions from the registration and prospectus requirements available under the Legislation for directors, officers, and their family, close personal friends and close business associates, employees, consultants, accredited investors and mineral property vendors.
- (i) The Transaction will constitute the Filer's "Qualifying Transaction" under the policies of the Exchange.
- (j) Under the policies of the Exchange, the Filer must prepare a detailed disclosure document about the Transaction (the **Disclosure Document**), which will contain prospectus-level disclosure, in compliance with the take-over bid requirements of the Jurisdictions, about the Transaction, Golden Dory and the resulting entity upon completion of the Transaction.
- (k) The Filer will deliver the Disclosure Document to all of the Shareholders.
- (l) The Filer intends to seek the approval of its board of directors as soon as practicable after negotiations are complete.
- (m) The Transaction will be subject to the Shareholders holding over 90% of the shares of Golden Dory signing a formal, negotiated share exchange agreement that sets out all the terms and conditions of the Transaction.
- (n) The Filer will treat all of the Shareholders equally under the Transaction.
- (o) There are no other exemptions from the take-over bid requirements of the Legislation available to allow for the Transaction.
- (p) But for the fact that Golden Dory has more than 50 Shareholders, the proposed Transaction would otherwise satisfy all applicable conditions to qualify for an exemption pursuant to take-over bid Legislation.
- (q) Pursuant to the compulsory acquisition procedures, if the Filer receives acceptances under the Transaction in respect of 90% or more of the Common Shares subject to the Transaction and the Transaction becomes or is declared unconditional in all respects, the Filer will automatically be entitled to purchase the

remaining Common Shares subject to the Transaction regardless of whether those Shareholders elect to tender such Common Shares to the applicable Transaction.

Decision

Each of the Decision Makers is satisfied that the test 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.

“David L. Knight”
Commissioner
Ontario Securities Commission

“Wendell S. Wigle”
Commissioner
Ontario Securities Commission

2.1.5 SouthernEra Diamonds Inc. and Mwana Africa PLC - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Parties to a proposed plan of arrangement for the second step of an acquisition are required to include prospectus-level disclosure in the information circular. Relief granted from certain financial statement requirements for a completed significant acquisition provided that alternative financial statements are included. Relief from the obligation to include interim financial statements of acquiror granted on the basis that there would be no additional benefit to investors from requiring updated information. Relief granted from certain prospectus requirements on the basis they are not consistent with NI 52-107.

Applicable Legislative Provisions

National Instrument 51-102 Continuous Disclosure Obligations.

National Instrument 52-107 Acceptable Accounting Principles, Auditing Standards and Reporting Currency.

November 15, 2007

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

AND

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

AND

**IN THE MATTER OF
SOUTHERNERA DIAMONDS INC.
(the “Filer”)**

AND

**MWANA AFRICA PLC
(“Mwana”)**

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, in connection with an annual and special meeting of shareholders of the Filer (the

“SouthernEra Meeting”) to approve, among other things, a plan of arrangement pursuant to which Mwana would acquire all of the Class A Common Shares of the Filer (“SouthernEra Shares”) that Mwana and its affiliates do not already own (the “Arrangement”), for a decision under the securities legislation (the “Legislation”) of the Jurisdictions for relief from:

- (a) the requirement to include in the management information circular to be prepared by the Filer (the “SouthernEra Circular”) in connection with the SouthernEra Meeting:
 - (i) the Mwana Interim Financial Information (as defined below); and
 - (ii) the Mwana Holdings Acquisition Statements (as defined below); and
- (b) the Canadian Accounting Requirements (as defined below)

(the relief requested in paragraphs (a) and (b) above collectively referred to as the “Financial Information Relief”).

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

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

Interpretation

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

Representations

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

1. Mwana is a public limited company existing under the laws of England and Wales with its registered and executive head office located in London, England. Mwana is a natural resources company which controls nickel, copper, zinc, cobalt, gold and diamond assets across Africa, including Ghana, Zimbabwe, the Democratic Republic of Congo, Angola and South Africa, as well as in Canada and Australia.
2. Mwana’s share capital is comprised of one class of shares designated as ordinary shares (“Mwana Shares”) with a nominal value of 10 pence per share. As at October 11, 2007, the following securities of Mwana were issued and outstanding:
 - (a) 325,983,321 Mwana Shares (2,666,600 of the 325,983,321 issued and out-

standing Mwana Shares have been repurchased and were held by Mwana pending their cancellation, sale or transfer in accordance with all applicable regulatory and legal requirements); and

- (b) options to purchase 20,900,000 Mwana Shares.
3. The Mwana Shares trade on the AIM Market (“AIM”), a market operated by London Stock Exchange plc, under the symbol “MWA”. Mwana does not currently intend to list the Mwana Shares on any exchange in Canada.
 4. On September 17, 2007, Mwana completed an offer for any and all of the SouthernEra Shares not already owned by Mwana and its affiliates on the basis of one Mwana Share for every 2.28 SouthernEra Shares held (the “Offer”). Following completion of the Offer, Mwana beneficially owns a total of 148,872,112 SouthernEra Shares, representing approximately 84% of the issued and outstanding SouthernEra Shares.
 5. As a result of filing the Mwana Circular (as defined below), Mwana became a reporting issuer in the provinces of Québec and Newfoundland and Labrador on July 31, 2007 and, as a result of taking up and paying for SouthernEra Shares under the Offer, Mwana became a reporting issuer in the provinces of British Columbia, Saskatchewan and Manitoba on September 10, 2007.
 6. As of the date hereof, Mwana is a “designated foreign issuer” as defined in National Instrument 52-107 - *Acceptable Accounting Principles, Auditing Standards and Reporting Currency* (“NI 52-107”). In addition, Mwana is a “designated foreign issuer” as defined in National Instrument 71-102 - *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* (“NI 71-102”).
 7. The Filer is a corporation continued under the *Canada Business Corporations Act* with its registered and executive head office located in Toronto, Ontario. The Filer is a reporting issuer in each of the provinces of Canada, and the SouthernEra Shares are listed on the Toronto Stock Exchange (the “TSX”) under the trading symbol “SDM”. In addition, the Filer has a class of outstanding Series A warrants to purchase SouthernEra Shares listed on the TSX under the symbol “SDM-WT” which expire on November 17, 2008.
 8. The Filer’s share capital is comprised of one class of shares designated as Class A common shares. As at October 11, 2007, the following securities of the Filer were issued and outstanding:

- (a) 177,562,396 SouthernEra Shares;
- (b) 6,025,000 Series A warrants exercisable into SouthernEra Shares at a price of \$2.00 per share which expire on November 17, 2008; and
- (c) options exercisable into 1,680,000 SouthernEra Shares at prices ranging from C\$0.38 to C\$1.52 per share which expire within the next five years.
9. Following completion of the Offer and as disclosed in the offer and take-over bid circular, as amended, prepared by Mwana in connection with the Offer (the "Mwana Circular"), Mwana now proposes to acquire all of the outstanding SouthernEra Shares pursuant to the Arrangement. The Arrangement is to be voted on by shareholders of the Filer at the SouthernEra Meeting. Mwana intends to acquire the SouthernEra Shares on the basis of one Mwana Share for every 2.28 SouthernEra Shares held (which is the same exchange ratio at which Mwana took up and paid for SouthernEra Shares in the Offer). In addition, pursuant to the Arrangement Mwana intends to exchange warrants to purchase Mwana Shares ("Mwana Warrants") for the warrants to purchase SouthernEra Shares on a basis that takes into account the exchange ratio applied in the case of SouthernEra Shares.
10. Mwana holds a sufficient number of SouthernEra Shares to carry the Arrangement resolution. Mwana intends to vote all of the SouthernEra Shares that it beneficially owns in favour of the Arrangement.
11. In connection with the SouthernEra Meeting, the Filer intends to mail the SouthernEra Circular, together with all related documents, to holders of SouthernEra Shares (the "Shareholders") and holders of warrants to purchase SouthernEra Shares (the "Warranholders"), which circular will describe, among other things, the Arrangement. The Filer will also file the SouthernEra Circular on the System for Electronic Document Analysis and Retrieval.
12. As the consideration to be paid to Shareholders and Warranholders pursuant to the Arrangement is securities of Mwana, as required by Form 51-102F5, being the form requirement for a management information circular in the Jurisdictions, the Filer is obligated to include in the SouthernEra Circular disclosure about Mwana prescribed by the form of prospectus appropriate for Mwana (collectively, the "Form Requirements").
13. In the SouthernEra Circular, the Filer intends to include the following historical financial statements
- of Mwana (as required by the Form Requirements) prepared in accordance with UK generally accepted accounting principles ("UK GAAP") and audited in accordance with UK generally accepted auditing standards:
- (a) audited consolidated profit and loss account, cash flow statement, statement of total recognised gains and losses, and reconciliation of movement in shareholders funds for the years ended March 31, 2007, 2006 and 2005; and
- (b) audited consolidated balance sheet as at March 31, 2007 and 2006;
- (the financial statements in (a) and (b) being referred to as the "Mwana Historical Statements").
14. Pursuant to the Form Requirements, the Filer is also required to include in the SouthernEra Circular the following additional financial information with respect to Mwana:
- (a) unaudited consolidated profit and loss account, cash flow statement, statement of total recognised gains and losses, and reconciliation of movement in shareholders funds for the three months ended June 30, 2007 and 2006;
- (b) unaudited consolidated balance sheet as at June 30, 2007 and 2006; and
- (c) management's discussion and analysis ("MD&A") for the three months ended June 30, 2007;
- (the financial information in (a) to (c) being referred to as the "Mwana Interim Financial Information").
15. As a "designated foreign issuer" under NI 71-102, Mwana satisfies securities legislation requirements relating to among other things, the preparation, approval, filing and delivery of its interim financial statements and MD&A if, among other things, it complies with the foreign disclosure requirements relating thereto, files the interim financial statements and MD&A required to be filed with or furnished to the foreign regulatory authority, and complies with NI 52-107 as it relates to financial statements of Mwana included with any of the foregoing.
16. Neither the applicable laws of England and Wales nor the rules of AIM require that Mwana prepare, approve, file or deliver interim financial statements or MD&A (or any equivalent thereto) for the three month period ended June 30, 2007.
17. Mwana has two main indirectly held subsidiaries, Bindura Nickel Corporation Limited ("Bindura

- Zimbabwe”) and Ashanti Goldfields Zimbabwe Limited (“Ashanti Zimbabwe”), each of which is incorporated under the laws of Zimbabwe and is held through Mwana Africa Holdings (Proprietary) Limited (“Mwana Holdings”), a wholly-owned subsidiary of Mwana.
18. During Mwana’s financial year ended March 31, 2006, Mwana (then named African Gold plc) acquired all of the shares of Mwana Holdings in exchange for Mwana Shares (the “Mwana Holdings Acquisition”). The Mwana Holdings Acquisition was completed effective October 26, 2005 and the results of Mwana Holdings and its subsidiaries were consolidated into Mwana with effect from October, 2005.
19. The Mwana Holdings Acquisition was a “significant acquisition” as defined in OSC Rule 41-501, as the acquisition satisfied each of the applicable significance tests. Absent the requested relief, the Form Requirements would require the Filer to include in the Circular the following financial statement disclosure in connection with the Mwana Holdings Acquisition:
- (a) audited consolidated balance sheet, statements of income, retained earnings and cash flows of Mwana Holdings as at and for the financial year ended February 28, 2005 and February 28, 2004, reconciled to Canadian GAAP and the auditor’s report being accompanied by a statement by the auditor disclosing any material differences in the form and content of the foreign auditor’s report as compared to a Canadian auditor’s report and confirming that the auditing standards applied are substantially equivalent to Canadian auditing standards;
- (b) unaudited consolidated balance sheet, statements of income, retained earnings and cash flows of Mwana Holdings as at and for the six months ended August 31, 2005 and August 31, 2004, including a reconciliation to Canadian GAAP,
- (the financial statements in (a) and (b) being referred to as the “Mwana Holdings Acquisition Statements”).
20. During its financial year ended February 28, 2004, Mwana Holdings acquired a 53% interest in Bindura Zimbabwe, a public company in Zimbabwe whose shares are listed on the Zimbabwe Stock Exchange, effective June 30, 2003.
21. Mwana Holdings is a private company incorporated under the laws of South Africa in 2003. Prior to the Mwana Holdings Acquisition, as a private company, Mwana Holdings was not required to, and did not, prepare interim financial statements. In addition, Mwana Holdings did not consolidate its subsidiaries located in Zimbabwe, including Bindura Zimbabwe, as it was permitted to do so under applicable South African law and generally accepted accounting principals of South Africa (“SA GAAP”). In particular, at the time of the Mwana Holdings Acquisition and for periods prior thereto, SA GAAP provided that Bindura Zimbabwe could be excluded from consolidation because it was operating under severe long-term restrictions that significantly impaired its ability to transfer funds to Mwana Holdings.
22. For Mwana Holdings’ financial year ended February 28, 2004, Bindura Zimbabwe accounted for substantially all of the turnover and fixed assets, and all of the income, of Mwana Holdings and its subsidiaries, considered as a whole. For Mwana Holdings’ financial year ended February 28, 2005, Bindura Zimbabwe accounted for an estimated 97% of the turnover, an estimated 87% of the income and an estimated 65% of the fixed assets of Mwana Holdings and its subsidiaries, considered as a whole.
23. For Mwana’s financial year ended March 31, 2006, Bindura Zimbabwe accounted for an estimated 91% of the turnover, an estimated 85% of the income, excluding head office costs, and an estimated 65% of the fixed assets (prior to consolidation adjustment) of Mwana and its subsidiaries, considered as a whole. For Mwana’s financial year ended March 31, 2007, Bindura Zimbabwe accounted for approximately 97% of the turnover, approximately 93% of the income and approximately 69% of the fixed assets (prior to consolidation adjustment) of Mwana and its subsidiaries, considered as a whole.
24. Relative to the other assets of Mwana Holdings, Bindura Zimbabwe was by far the most significant asset of Mwana Holdings and, relative to the other assets of Mwana, Bindura Zimbabwe continues to be the most significant asset of Mwana.
25. Mwana’s next most significant asset is Ashanti Zimbabwe. Ashanti Zimbabwe’s sole operating asset is a 100% interest in the Freda-Rebecca gold mine located in Zimbabwe. This asset accounted for an estimated 34% of the consolidated fixed assets of Mwana Holdings for the financial year ended February 28, 2005 and approximately 34% and 30% of the consolidated fixed assets of Mwana for the financial years ended March 31, 2006 and 2007, respectively. The majority of this asset is made up of capitalized mine development costs. The mine has experienced various operational difficulties since it was acquired by Mwana Holdings in January 2005 and its turnover and revenues following the acquisition have been immaterial to Mwana

- Holdings and its subsidiaries and to Mwana and its subsidiaries, in each case considered as a whole.
26. The majority of Mwana Holdings' remaining assets for the relevant periods consisted of investments in its subsidiaries and inter company loan accounts which are eliminated on consolidation.
27. The Filer proposes to include in the SouthernEra Circular, as an alternative to the Mwana Holdings Acquisition Statements, the following financial statements of Bindura Zimbabwe:
- (a) audited consolidated balance sheets as at December 31, 2005 and 2004;
 - (b) audited consolidated income statements for the years ended December 31, 2005 and 2004;
 - (c) audited consolidated statements of changes in equity for the years ended December 31, 2005 and 2004; and
 - (d) audited consolidated cash flow statements for the years ended December 31, 2005 and 2004,
- in each case reported in Zimbabwe dollars and prepared in accordance with International Financial Reporting Standards, audited in accordance with International Standards on Auditing and, in accordance with NI 52-107, (i) reconciled to UK GAAP, and (ii) the auditor's report being accompanied by a statement by the auditor that describes any material differences in the form and content of the auditor's report as compared to an auditor's report prepared in accordance with Canadian GAAS and indicates that an auditor's report prepared in accordance with Canadian GAAS would not contain a reservation (collectively, the "Bindura Historical Statements").
28. Pursuant to an MRRS Decision Document dated August 1, 2007 (the "Prior Order"), the Decision Maker in each of the Jurisdictions other than New Brunswick, Prince Edward Island, Nunavut and the Northwest Territories (where such relief was unnecessary) granted an order to Mwana to include the Bindura Historical Statements in the Mwana Circular in lieu of the Mwana Holdings Acquisition Statements.
29. Pursuant to the Form Requirements:
- (a) the Mwana Historical Statements and the Bindura Historical Statements must:
 - (i) be prepared or reconciled to Canadian GAAP;
- (ii) be audited in accordance with Canadian GAAS or foreign GAAS provided that foreign GAAS is substantially equivalent to Canadian GAAS;
 - (iii) include with the auditor's report a statement by the auditor disclosing the material differences in the form and content of the foreign auditor's report as compared to a Canadian auditor's report and confirming that the auditing standards applied are substantially equivalent to Canadian GAAS; and
 - (iv) be accompanied by a foreign auditor's report together with a foreign auditor's proficiency letter; and
- (b) any pro forma financial statements required to reflect the acquisition by Mwana of the Filer must be prepared in accordance with UK GAAP or prepared in Canadian GAAP and reconciled to UK GAAP,
- (the requirements in (a) and (b) referred to as the "Canadian Accounting Requirements").
30. The Filer is requesting relief from Canadian Accounting Requirements, as contemplated in CSA Staff Notice 42-303 - Prospectus Requirements, on the basis that these requirements are not consistent with NI 52-107.
31. Pursuant to the Prior Order, the Decision Maker in each of the Jurisdictions other than New Brunswick, Prince Edward Island, Nunavut and the Northwest Territories (where such relief was unnecessary) granted an order to Mwana exempting Mwana from the Canadian Accounting Requirements in connection with the Mwana Circular.
32. The SouthernEra Circular will include the same historical financial information of Mwana and Bindura Zimbabwe, as well as pro forma financial information reflecting the acquisition by Mwana of SouthernEra, as was included in the Mwana Circular.

Decision

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

The decision of the Decision Makers in the Jurisdictions under the Legislation is that the Financial Information Relief is granted provided that the Circular:

- (i) contains the Bindura Historical Statements; and
- (ii) complies with NI 52-107 with respect to the exemptions from the Canadian Accounting Requirements.

“Jo-Anne Matear”
Assistant Manager
Ontario Securities Commission

2.1.6 Sanofi-Aventis S.A. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Securities Act (Ontario), ss.25 and 53 – Application for relief from the dealer registration requirement and prospectus requirement in respect of certain trades made in connection with an employee share offering by a French issuer. The offering involves the use of collective employee shareholding vehicles, each a fonds commun de placement d'entreprise (FCPE). The issuer cannot rely on the employee exemption in section 2.24 of National Instrument 45-106 Prospectus and Registration Exemptions as the shares are not being offered to Canadian participants directly by the issuer, but through the FCPEs. The offering does not contain a “leveraged fund” component. Canadian participants will not be induced to participate in the offering by expectation of employment or continued employment. Canadian participants will receive certain disclosure documents. The FCPEs are subject to the supervision of the French Autorité des marchés financiers. Relief granted, subject to conditions.

Securities Act (Ontario), s.25 – Application for relief from the dealer registration requirement and adviser registration requirement for the manager of the FCPEs. The manager will not be involved with providing advice to Canadian participants and its activities do not affect the underlying value of the shares being offered. Relief granted in respect of specified activities of the manager, subject to conditions.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 25, 53, 74.
National Instrument 45-106 Prospectus and Registration Exemptions, ss. 2.24, 2.28.
National Instrument 45-102 Resale of Securities, s.2.14.

November 23, 2007

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

AND

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

AND

**IN THE MATTER OF
SANOFI-AVENTIS S.A.
(THE “FILER”)**

MRRS DECISION DOCUMENT

Background

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

1. an exemption from the dealer registration requirements and the prospectus requirements so that such requirements do not apply to:
 - (a) trades in units (“**Units**”) of two French collective employee shareholding vehicles, Relais Sanofi-Aventis Shares (the “**Temporary Fund**”) and Sanofi-Aventis Shares FCPE (the “**Fund**”, and together with the Temporary Fund, the “**Funds**”, each a *fonds commun de placement d’entreprise* or “**FCPE**”) made pursuant to the global employee share offering of the Filer (the “**Employee Share Offering**”) to or with Qualifying Employees (as defined below) who elect to participate in the Employee Share Offering (the “**Canadian Participants**”);
 - (b) trades of shares of the Filer (the “**Shares**”) by the Funds to Canadian Participants upon the redemption of Units by Canadian Participants;
2. an exemption from the adviser registration requirements and dealer registration requirements so that such requirements do not apply to the manager of the Funds, Natixis Asset Management (the “**Manager**”), to the extent that its activities described in paragraph 11 hereof require compliance with the adviser registration requirements and dealer registration requirements; and
(collectively, the “**Initial Requested Relief**”)
3. an exemption from the dealer registration requirements of the Legislation so that such requirements do not apply to the first trade in any Shares acquired by Canadian Participants under the Employee Share Offering,
(the “**First Trade Registration Relief**”).

Under the Mutual Reliance Review System for Exemptive Relief Applications

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

Interpretation

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

Representations

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

1. The Filer is a corporation formed under the laws of France. The ordinary shares of the Filer are listed on Euronext Paris and on the New York Stock Exchange (in the form of American Depositary Shares). The Filer is not and has no current intention of becoming a reporting issuer (or equivalent) under the Legislation.
2. Sanofi Pasteur Limited, sanofi-aventis Canada Inc. and sanofi-aventis Pharma Inc. (the “**Canadian Affiliates**”, together with the Filer and other affiliates of the Filer, the “**sanofi-aventis Group**”) are direct or indirect controlled subsidiaries of the Filer and are not and have no current intention of becoming reporting issuers under the Legislation.
3. Only persons who are employees of a member of the sanofi-aventis Group at the start of the subscription period for the Employee Share Offering and who have a seniority of a minimum of three months of continuous employment at such time (the “**Qualifying Employees**”) are invited to participate in the Employee Share Offering.
4. The Funds are FCPEs established by the Manager to facilitate the participation of Qualifying Employees in the Employee Share Offering and to simplify custodial arrangements for such participation. The Funds are not and have no current intention of becoming reporting issuers under the Legislation. The Funds are collective shareholding vehicles of a type commonly used in France for the conservation of shares held by employee investors and must be registered and approved by the French Autorité des marchés financiers (the “**French AMF**”) at the time of their creation. Only participants in the Employee Share Offering are allowed to hold Units of the Funds, and such holdings will be in an amount reflecting the number of Shares held by the Funds on behalf of such Qualifying Employees.
5. The Manager is a portfolio management company governed by the laws of France. The Manager is registered with the French AMF to manage French investment funds and complies with the rules of the French AMF. The Manager is not and has no current intention of becoming a reporting issuer under the Legislation.

6. Qualifying Employees will be invited to participate in the Employee Share Offering under the following terms:
- (a) Canadian Participants will be issued Units of the Intermediate Fund, which will subscribe for Shares on behalf of the Canadian Participants, at a subscription price that is equal to the price calculated as the average of the closing price of the Shares on the 20 trading days ending on the date preceding the date of approval of the Employee Share Offering by the board of directors of the Filer (the “**Reference Price**”), less a 20% discount;
 - (b) the Shares will be held in the Temporary Fund and the Canadian Participant will receive Units in the Temporary Fund;
 - (c) after completion of the Employee Share Offering, the Temporary Fund will be merged with the Fund (subject to the French AMF’s approval). Units of the Temporary Fund held by Canadian Participants will be replaced with Units of the Fund on a pro rata basis and the Shares subscribed for under the Employee Share Offering will be held in the Fund;
 - (d) the Units will be subject to a hold period of approximately five years (the “**Lock-Up Period**”), subject to certain exceptions prescribed by French law (such as a release on death or termination of employment);
 - (e) any dividends paid on the Shares held in the Fund will be contributed to the Fund and used to purchase additional Shares. To reflect this reinvestment, new Units (or fractions thereof) will be issued to participants;
 - (f) at the end of the Lock-Up Period, a Canadian Participant may (i) redeem his or her Units in the Fund in consideration for the underlying Shares or a cash payment equal to the then market value of the Shares held by the Fund, or (ii) continue to hold his or her Units in the Fund and redeem those Units at a later date; and
 - (g) in the event of an early unwind resulting from the Canadian Participant exercising one of the exceptions to the Lock-Up Period prescribed by French law and meeting the applicable criteria, a Canadian Participant may redeem Units in the Fund in consideration for Shares or a cash payment equal to the then market value of the Shares held by the Fund.
7. The Shares subscribed for by the Canadian Participants under the Employee Share Offering will be contributed to the Funds and the Canadian Participant will receive one Unit for each contributed Share. The Units issued by the Funds will not be listed on any stock exchange.
8. Dividends paid on the Shares purchased under the Employee Share Offering will be contributed to the Funds and used to purchase additional Shares. The Canadian Participants will receive additional Units representing such contribution.
9. The Funds are collective shareholding vehicles commonly used in France for the conservation of shares held by employee-investors. The Funds are established for the purpose of providing Qualifying Employees with the opportunity to indirectly hold an investment in the Shares in connection with this Employee Share Offering. Each fund’s portfolios will consist exclusively of Shares of the Filer and, from time to time, cash in respect of dividends paid on the Shares which will be reinvested in Shares. The Fund’s portfolios may also include cash or cash equivalents pending investments in the Shares and for the purposes of Unit redemptions.
10. Shares issued in the Employee Share Offering will be deposited in the Funds through Natixis (the “**Depository**”), a large French commercial bank subject to French banking legislation. Under French law, the Depository must be selected by the Manager from among a limited number of companies identified on a list by the French Minister of the Economy, Finance and Industry and its appointment must be approved by the French AMF. The Depository carries out orders to purchase, trade and sell securities in the portfolio and takes all necessary action to allow the Funds to exercise the rights relating to the securities held in its portfolio.
11. The Manager’s portfolio management activities in connection with the Employee Share Offering and the Funds are limited to purchasing Shares from the Filer and selling such Shares as necessary in order to fund redemption requests. The Manager is also responsible for preparing accounting documents and publishing periodic informational documents as provided by the rules of the Funds and the distribution of a notice regarding the end of the Lock-up Period. The Manager’s activities in no way affect the underlying value of the Shares. The Manager will not be involved in providing advice to any Canadian Participant.
12. The initial value of a Unit of the Temporary Fund is approximately equal to the subscription price of a Share under the Employee Share Offering. The

value of a Unit under the Fund is based on the market price of the Shares, plus or minus 1%. The Unit value of the applicable fund will be calculated and reported to the French AMF on a regular basis, based on the net assets of such fund divided by the number of Units outstanding. The number of Units in the Funds will be adjusted on the basis of the market price of the Shares and other assets (cash, in exceptional circumstances) held by the Funds, effective from the first date on which the net asset value is calculated and whenever Shares or other assets are contributed to the Funds, as applicable. Upon such adjustments being made, a holder may be credited with additional Units or fractions of Units.

13. Subject to the Lock-Up Period described above, the Funds will redeem Units at the request of the Canadian Participants. The Canadian Participant will be paid on the basis of the net market price of the Shares corresponding to the Canadian Participant's Units, and will be settled by payment in cash or equivalent number of Shares of the Filer. The Funds, due to board lot sizes, will be able to liquidate positions in the Shares more readily and at a better price than an individual investor. The fees of the statutory auditors and a commission for the administrative management of the Funds will be paid by the Filer; the other charges relating to the Funds will be paid from the Funds' assets.
14. There are approximately 2248 employees resident in Canada, with the greatest number of employees resident in the province of Ontario, and the remainder of the employees resident in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Newfoundland and Labrador and Nova Scotia who represent in the aggregate less than 5% of the number of employees worldwide.
15. Canadian Participants will not be induced to participate in the Employee Share Offering by expectation of employment or continued employment. The total amount invested by a Canadian Participant in the Employee Share Offering cannot exceed 25% of his or her estimated gross annual remuneration for the 2007 calendar year.
16. None of the Filer, the Manager or any of their employees, agents or representatives will provide investment advice to the Canadian Participants with respect to an investment in the Shares or the Units.
17. The Canadian Participants will receive an information package in the French or English language, as applicable, which will include a summary of the terms of the Employee Share Offering, a description of the relevant Canadian income tax consequences. Canadian Participants

may consult the Filer's annual report on Form 20-F filed with the United States Securities and Exchange Commission posted on the sanofi-aventis website. The Canadian Participants will also have access to the continuous disclosure materials relating to the Filer furnished to sanofi-aventis shareholders generally. In addition, upon request, a copy of the relevant Fund's rules (which are analogous to company by-laws) and the French Document de Référence filed with the French AMF in respect of the Shares will be available to participating employees..

18. The Canadian Participants will receive an initial statement of their holdings under the Employee Share Offering, together with an updated statement twice a year.
19. The Units will not be listed on any exchange.
20. As of the date hereof and after giving effect to the Employee Share Offering, Canadian Participants do not and will not beneficially own more than 10% of the Shares and do not and will not represent in number more than 10% of the total number of holders of the Shares as shown on the books of the Filer.

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 Initial Requested Relief is granted provided that:

- (1) the first trade in any Units or Shares acquired by Canadian Participants pursuant to this decision, in a Jurisdiction, is deemed a distribution or a primary distribution to the public under the Legislation of such Jurisdiction unless the following conditions are met:
 - (a) the issuer of the security
 - (i) was not a reporting issuer in any jurisdiction of Canada at the distribution date, or
 - (ii) is not a reporting issuer in any jurisdiction of Canada at the date of the trade;
 - (b) at the distribution date, after giving effect to the issue of the security and any other securities of the same class or series that were issued at the same time as or as part of the same distribution as the security, residents of Canada

- (i) did not own directly or indirectly more than 10 percent of the outstanding securities of the class or series, and
 - (ii) did not represent in number more than 10 percent of the total number of owners directly or indirectly of securities of the class or series; and
- (c) the trade is made
- (i) through an exchange, or a market, outside of Canada, or
 - (ii) to a person or company outside of Canada; and
- (2) in Quebec, the required fees are paid in accordance with Section 271.6(1.1) of the *Securities Regulation* (Quebec).

It is the further decision of the Decision Makers under the Legislation that the First Trade Registration Relief is granted provided that the conditions set out in paragraphs (1)(a), (b) and (c) under the decision granting the Initial Requested Relief are satisfied.

"Robert L. Shirriff"
Commissioner

"Suresh Thakrar"
Commissioner

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

Headnote

MRRS – relief granted from the investment prohibition in subsection 4.1(1) of NI 81-102 to permit purchases of equity securities under private placements where the issuer is a reporting issuer in one or more jurisdictions –relief conditional on funds complying with conditions under s. 4.1(4)(a), (c)(ii), and (d) which include approval by the funds' independent review committee.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 4.1(1), 19.1.
National Instrument 81-107 – Independent Review Committees for Investment Funds, s. 5.2.

November 20, 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 THE YUKON
(the "Jurisdictions")**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS
(the "MRRS")**

AND

**IN THE MATTER OF
CIBC ASSET MANAGEMENT INC. ("CAMI"),
CANADIAN IMPERIAL BANK OF COMMERCE
(collectively with CAMI, "CIBC"),
RBC ASSET MANAGEMENT INC. ("RBC"),
BMO INVESTMENTS INC. ("BMOI"),
BMO HARRIS INVESTMENT MANAGEMENT INC.
("BMOH"), BMO NESBITT BURNS INC. ("BMONB")
AND
GUARDIAN GROUP OF FUNDS LTD. ("GUARDIAN",
and collectively with BMOI, BMOH AND BMONB,
"BMO")
(collectively, the "Applicants")**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the "**Decision Maker**") in each of the Jurisdictions has received an application (the "**Application**") from the Applicants (or "**Dealer Managers**") on behalf of the mutual funds listed in Appendix "A" hereto for which the Applicants currently act

as manager or portfolio adviser or both (the “**Existing Funds**”) and any other mutual fund subject to National Instrument 81-102 - *Mutual Funds* (“**NI 81-102**”) which may be created in the future for which the Applicants or an affiliate thereof will act as manager or portfolio adviser or both (the “**Future Funds**”, and together with the Existing Funds, the “**Funds**” or “**Dealer Managed Funds**”), for a decision under section 19.1 of NI 81-102 (the “**Legislation**”) for:

- an exemption from subsection 4.1(1) of NI 81-102 to enable the Dealer Managed Funds to purchase equity securities (the “**Securities**”) of a reporting issuer during the period of distribution (the “**Distribution**”) of the issuer’s Securities pursuant to a private placement offering (a “**Private Placement**”) and for the 60-day period (the “**60-Day Period**”) following completion of the Distribution (the Distribution and the 60-Day Period together, the “**Prohibition Period**”), notwithstanding that the Dealer Managers or the associates or affiliates thereof act or have acted as underwriter in connection with the Distribution (each a “**Relevant Offering**”), such relief referred to as the “**Requested Relief**”.

Under the MRRS:

- (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 the *Securities Act* (Ontario) or National Instrument 14-101 - Definitions have the same meanings in this decision (the “**Decision**”) unless they are defined in this Decision.

Representations

This Decision is based on the following facts represented by the Applicants:

1. Each of the Dealer Managed Funds is or will be an open-ended mutual fund trust or corporation established under the laws of the Province of Ontario. Other than the BMO Harris Private Portfolios which are not reporting issuers in the Northwest Territories, Nunavut and the Yukon, the securities of each of the Dealer Managed Funds are or will be qualified for distribution in the Jurisdictions pursuant to simplified prospectuses and annual information forms that have been prepared and filed in accordance with the securities legislation of the Jurisdictions.
2. The Applicants are or will be the manager or the portfolio adviser or both of the Dealer Managed Funds. The Applicants and/or their affiliates currently are, and will be in the future, “dealer

managers” with respect to the Funds, and each Fund is or will be a “dealer managed fund”, as such terms are defined in section 1.1 of NI 81-102.

3. CAMI is a corporation incorporated under the laws of Canada and holds a registration in the categories of “investment counsel” and “portfolio manager” in Ontario. It also holds a registration in the categories of “investment counsel” and “portfolio manager” or the equivalent in each of the other Jurisdictions. The head office of CAMI is located in Toronto, Ontario. CIBC is a Schedule 1 Canadian chartered bank governed by the *Bank Act* (Canada) and its head office is located in Toronto, Ontario.
4. RBC is a corporation incorporated under the laws of Ontario and holds a registration in the categories of “investment counsel” and “portfolio adviser” in Ontario. It also holds a registration in the categories of “investment counsel” and “portfolio manager” or the equivalent in each of the other Jurisdictions. The head office of RBC is located in Toronto, Ontario.
5. BMOI and BMONB are corporations incorporated under the laws of Canada and their head offices are located in Toronto, Ontario. BMOH is a corporation incorporated under the laws of Canada and holds a registration in the categories of “investment counsel” and “portfolio manager” in Ontario. It also holds a registration in the categories of “investment counsel” and “portfolio manager” or the equivalent in each of the other Jurisdictions except Quebec where it holds the registration of “unrestricted practice advisor”. The head office of BMOH is located in Toronto, Ontario. Guardian is a corporation incorporated under the laws of Canada and holds a registration in the categories of “investment counsel” and “portfolio manager” in Ontario. The head office of Guardian is located in Toronto, Ontario.
6. In addition, affiliates of the Applicants, who are registered as advisers in the categories of “investment counsel” and “portfolio manager” or the equivalent in each of the Jurisdictions, may from time to time act as portfolio advisers of the Funds through advisory or sub-advisory agreements. Each such affiliate will be a “dealer manager” with respect to the Funds.
7. The Applicants have each appointed an independent review committee (the “**IRC**”) under National Instrument 81-107 - *Independent Review Committee for Investment Funds* (“**NI 81-107**”) for the Existing Funds and will appoint an IRC for the Future Funds. In compliance with NI 81-107, each IRC has assumed its roles and responsibilities. The investment objective of each Dealer Managed Fund permits it or will permit it to invest in the relevant Securities.

8. In the case of CIBC, CIBC World Markets ("CIBCWM") may be a party to the underwriting agreement with a reporting issuer of Securities in a Relevant Offering. In the case of RBC, RBC Dominion Securities Inc. ("RBC Dominion") may be a party to the underwriting agreement with a reporting issuer of Securities in a Relevant Offering. In the case of BMO, BMO Nesbitt Burns Inc. (together with CIBCWM and RBC Dominion, each a "Related Underwriter") may be a party to the underwriting agreement with a reporting issuer of Securities in a Relevant Offering. In respect of each Relevant Offering in which a Related Underwriter participates as an underwriter, the Dealer Managers may wish to cause the Dealer Managed Funds to invest in Securities during the Prohibition Period.
9. To the extent a Related Underwriter participates as an underwriter in a Relevant Offering, the investment prohibition contained in subsection 4.1(1) of NI 81-102 (the "Investment Prohibition") restricts the Dealer Managed Funds from making certain investments in the issuer's Securities during the relevant Prohibition Period and can result in the portfolio adviser incurring extra costs, which are ultimately borne by the relevant Fund, to substitute investments for those that it is prohibited from buying.
10. Subsection 4.1(1) provides an exemption if the Dealer Managers or any of the associates or affiliates thereof act as a member of a selling group distributing five percent or less of the underwritten securities. However, this *de minimis* exemption is not available to entities that are underwriting a Distribution (as opposed to being in the selling group), and therefore the Dealer Managed Funds cannot avail themselves of this exemption.
11. The Funds would not be restricted by the Investment Prohibition if, in accordance with subsection 4.1(4) of NI 81-102, certain conditions are met, including that a prospectus is filed in one or more of the Jurisdictions in connection with a Relevant Offering and an IRC established for the Funds under NI 81-107 has approved the investment under NI 81-107.
12. The Applicants will not be able to rely on subsection 4.1(4) of NI 81-102 in connection with a Relevant Offering as a prospectus would not be filed in connection with a Private Placement. However the Applicants will comply with each of the other conditions in subsection 4.1(4) including that the Funds' IRC will approve any purchases under the Relevant Offerings under subsection 5.2(2) of NI 81-107.

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 this Decision has been met.

The Decision of the Decision Makers under the Legislation is that the Requested Relief is granted provided that the following conditions are satisfied:

The Investment Decision

- I. At the time of each purchase by a Dealer Managed Fund during a Prohibition Period for a Relevant Offering, the Dealer Managed Fund has an IRC that complies with NI 81-107 and the IRC of the Dealer Managed Fund will have approved the investment in accordance with each of subsection 4.1(4)(a) of NI 81-102 and NI 81-107. The Dealer Managed Funds will also comply with paragraphs (c)(ii) and (d) of subsection 4.1(4) of NI 81-102.
- II. Each issuer of a Relevant Offering is a reporting issuer or equivalent under the Legislation in a Jurisdiction at the time of each purchase by a Dealer Managed Fund during the Prohibition Period for the Relevant Offering.

Transparency

- III. (a) Prior to the first reliance on the Decision, the internet website of the Dealer Managed Fund or Dealer Manager, as applicable, discloses,
and
(b) on the date which is the earlier of (i) the date when an amendment to the simplified prospectus of the Dealer Managed Funds is filed for reasons other than the Decision and (ii) the date on which the initial or renewal simplified prospectus is received, Part A of the simplified prospectus of the Dealer Managed Funds discloses,

that the Dealer Managed Funds may invest in Securities during the Prohibition Period pursuant to the Decision, notwithstanding that a Related Underwriter has acted as underwriter in the Relevant Offering of the same class of such Securities.
- IV. On the date which is the earlier of:
 - (i) the date when an amendment to the annual information form of the Dealer Managed Funds is filed for reasons other than the Decision; and
 - (ii) the date on which the initial or renewal annual information form is received,

the annual information form of the Dealer Managed Funds discloses the information referred to in paragraph III above and describes the policies or procedures and, standing approvals if any, that have been approved by the IRC as related to investments that can only be made pursuant to the Decision.

Sunset

V. The Decision, as it relates to the jurisdiction of a Decision Maker, will terminate on the coming into force of any legislation or rule of the Decision Makers dealing with Private Placements in the context of section 4.1 of NI 81-102.

“Vera Nunes”

Vera Nunes – Assistant Manager
Investment Funds Branch

APPENDIX “A” – Existing Mutual Funds

BMO MUTUAL FUNDS (CONSOLIDATED)

BMO T-Bill Fund
BMO Money Market Fund
BMO AIR MILES Money Market Fund
BMO Premium Money Market Fund
BMO Mortgage and Short-Term Income Fund
(formerly, BMO Mortgage Fund)
BMO Bond Fund
BMO Monthly Income Fund
BMO World Bond Fund
(formerly, BMO International Bond Fund)
BMO Diversified Income Fund
BMO Global Monthly Income Fund
BMO Global High Yield Bond Fund
(formerly, BMO Global Bond Fund)
BMO Income Trust Fund
BMO Asset Allocation Fund
BMO Dividend Fund
BMO Equity Index Fund
BMO Equity Fund
BMO U.S. Equity Index Fund
(formerly, BMO RSP U.S. Equity Index Fund)
BMO U.S. Growth Fund
BMO U.S. Equity Fund
(formerly BMO U.S. Value Fund)
BMO International Index Fund
(formerly BMO RSP International Index Fund)
BMO International Equity Fund
BMO North American Dividend Fund
(formerly BMO NAFTA Advantage Fund)
BMO European Fund
BMO Japanese Fund
BMO Special Equity Fund
BMO U.S. Special Equity Fund
BMO Resource Fund
BMO Precious Metals Fund
BMO Global Science & Technology Fund
BMO Emerging Markets Fund
BMO U.S. Dollar Money Market Fund
BMO U.S. Dollar Monthly Income Fund
BMO U.S. Dollar Equity Index Fund
(formerly BMO RSP U.S. Equity Index Fund)
BMO Short-Term Income Class
BMO Dividend Class
BMO Canadian Equity Class
BMO Global Dividend Class
BMO U.S. Equity Class
BMO Global Equity Class
BMO Greater China Class
BMO LifeStage Plus 2015 Fund
BMO LifeStage Plus 2020 Fund
BMO LifeStage Plus 2025 Fund
BMO LifeStage PlusT 2030 Fund
BMO FundSelect™ Security Portfolio
BMO FundSelect™ Balanced Portfolio
BMO FundSelect™ Growth Portfolio
BMO FundSelect™ Aggressive Growth Portfolio

BMO HARRIS PRIVATE PORTFOLIOS

BMO Harris Canadian Money Market Portfolio
BMO Harris Canadian Bond Income Portfolio
BMO Harris Canadian Total Return Bond Portfolio
BMO Harris Canadian Corporate Bond Portfolio
BMO Harris Income Opportunity Bond Portfolio
BMO Harris Opportunity Bond Portfolio
BMO Harris Diversified Trust Portfolio
BMO Harris Canadian Dividend Income Portfolio
BMO Harris Canadian Income Equity Portfolio
BMO Harris Canadian Conservative Equity Portfolio
BMO Harris Canadian Growth Equity Portfolio
BMO Harris Growth Opportunities Portfolio
BMO Harris Canadian Special Growth Portfolio
BMO Harris U.S. Equity Portfolio
BMO Harris U.S. Growth Portfolio
BMO Harris International Equity Portfolio
BMO Harris International Special Equity Portfolio
BMO Harris Emerging Markets Equity Portfolio

BMO NESBITT BURNS GROUP OF FUNDS

BMO Nesbitt Burns Canadian Stock Selection Fund
BMO Nesbitt Burns U.S. Stock Selection Fund
BMO Nesbitt Burns Bond Fund
BMO Nesbitt Burns Balanced Fund
BMO Nesbitt Burns Balanced Portfolio Fund
BMO Nesbitt Burns Growth Portfolio Fund
BMO Nesbitt Burns All Equity Portfolio Fund

GUARDIAN GROUP OF FUNDS NO. 3

GGOF Canadian Bond Fund
GGOF Canadian Money Market Fund
GGOF Floating Rate Income Fund
GGOF Global Bond Fund
GGOF High Yield Bond Fund
GGOF Monthly Dividend Fund Ltd.
GGOF Monthly High Income Fund
GGOF Monthly High Income Fund II
GGOF U.S. Money Market Fund
GGOF American Equity Fund Ltd.
GGOF Canadian Equity Fund Ltd.
GGOF Canadian Large Cap Equity Fund
GGOF Dividend Growth Fund
GGOF Emerging Markets Fund
GGOF Enterprise Fund
GGOF European Equity Fund
GGOF Global Absolute Return Fund
GGOF Global Dividend Growth Fund
GGOF Global Equity Fund
GGOF Global Real Estate Fund
GGOF Global Small Cap Fund
GGOF Global Technology Fund
GGOF Japanese Equity Fund
GGOF Resource Fund
GGOF Asian Growth and Income Fund
GGOF Canadian Balanced Fund
GGOF Canadian Diversified Monthly Income Fund
GGOF Global Diversified Fund
GGOF Small Cap Growth and Income Fund
GGOF U.S. Diversified Monthly Income Fund

GGOF Income Solution
GGOF Conservative Solution
GGOF Balanced Solution
GGOF Growth Solution
GGOF Aggressive Growth Solution

RBC FUNDS

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
RBC Global Technology Fund

RBC DS FOCUS FUNDS

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 POOLS

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 (formerly, RBC Private 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. 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 European Equity Pool
RBC Private Asian Equity Pool
RBC Private Global Titans Equity Pool
RBC Private World Equity Pool

AXIOM PORTFOLIOS

Axiom All Equity Portfolio
Axiom Balanced Growth Portfolio
Axiom Balanced Income Portfolio
Axiom Canadian Growth Portfolio
Axiom Diversified Monthly Income Portfolio
Axiom Foreign Growth Portfolio
Axiom Global Growth Portfolio
Axiom Long-Term Growth Portfolio

**CIBC MUTUAL FUNDS AND
CIBC FAMILY OF MANAGED PORTFOLIOS**

CIBC Asia Pacific Index Fund
CIBC Balanced Fund
CIBC Balanced Index Fund
CIBC Canadian Bond Fund

CIBC Canadian Bond Index Fund
CIBC Canadian Emerging Companies Fund
CIBC Canadian Equity Fund
(formerly CIBC Core Canadian Equity Fund)
CIBC Canadian Equity Value Fund
(formerly Canadian Imperial Equity Fund)
CIBC Canadian Index Fund
CIBC Canadian Real Estate Fund
CIBC Canadian Resources Fund
CIBC Canadian Short-Term Bond Index Fund
CIBC Canadian Small Companies Fund
CIBC Canadian T-Bill Fund
CIBC Capital Appreciation Fund
CIBC Disciplined International Equity Fund
CIBC Disciplined U.S. Equity Fund
CIBC Diversified Income Fund
CIBC Dividend Fund
CIBC Emerging Economies Fund
CIBC Emerging Markets Index Fund
CIBC Energy Fund
CIBC European Equity Fund
CIBC European Index Fund
CIBC European Index RRSP Fund
CIBC Far East Prosperity Fund
CIBC Financial Companies Fund
CIBC Global Bond Fund
CIBC Global Bond Index Fund
CIBC Global Equity Fund
CIBC Global Monthly Income Fund
CIBC Global Technology Fund
CIBC High Yield Cash Fund
CIBC International Index Fund
CIBC International Index RRSP Fund
CIBC International Small Companies Fund
CIBC Japanese Equity Fund
CIBC Japanese Index RRSP Fund
CIBC Latin American Fund
CIBC Money Market Fund
CIBC Monthly Income Fund
CIBC Mortgage and Short-Term Income Fund
CIBC Nasdaq Index Fund
CIBC Nasdaq Index RRSP Fund
CIBC North American Demographics Fund
CIBC Precious Metals Fund
CIBC Premium Canadian T-Bill Fund
CIBC U.S. Dollar Money Market Fund
CIBC U.S. Equity Index Fund
CIBC U.S. Index RRSP Fund
CIBC U.S. Small Companies Fund
CIBC Managed Aggressive Growth Portfolio
CIBC Managed Aggressive Growth RRSP Portfolio
CIBC Managed Balanced Growth Portfolio
CIBC Managed Balanced Growth RRSP Portfolio
CIBC Managed Balanced Portfolio
CIBC Managed Growth Portfolio
CIBC Managed Growth RRSP Portfolio
CIBC Managed Income Plus Portfolio
CIBC Managed Income Portfolio
CIBC Managed Monthly Income Balanced Portfolio
CIBC U.S. Dollar Managed Balanced Portfolio
CIBC U.S. Dollar Managed Growth Portfolio
CIBC U.S. Dollar Managed Income Portfolio

FRONTIERS POOLS

Frontiers Canadian Equity Pool
Frontiers Canadian Fixed Income Pool
Frontiers Canadian Monthly Income Pool
Frontiers Canadian Short Term Income Pool
Frontiers Emerging Markets Equity Pool
Frontiers Global Bond Pool
Frontiers International Equity Pool
Frontiers U.S. Equity Pool

IMPERIAL POOLS

Imperial Canadian Bond Pool
Imperial Canadian Dividend Income Pool
Imperial Canadian Dividend Pool
Imperial Canadian Equity Pool
Imperial Canadian Income Trust Pool
Imperial Emerging Economies Pool
Imperial International Bond Pool
Imperial International Equity Pool
Imperial Money Market Pool
Imperial Overseas Equity Pool
Imperial Registered International Equity Index Pool
Imperial Registered U.S. Equity Index Pool
Imperial Short-Term Bond Pool
Imperial U.S. Equity Pool

RENAISSANCE INVESTMENTS FAMILY OF FUNDS

Renaissance Canadian Balanced Fund
Renaissance Canadian Balanced Value Fund
Renaissance Canadian Core Value Fund
Renaissance Canadian Dividend Income Fund
Renaissance Canadian Growth Fund
Renaissance Canadian High Yield Bond Fund
Renaissance Canadian Monthly Income Fund
Renaissance Canadian Real Return Bond Fund
Renaissance Canadian Small-Cap Fund
Renaissance Canadian T-Bill Fund
Renaissance Emerging Markets Fund
Renaissance Diversified Income Fund
Renaissance European Fund
Renaissance Global Growth Fund
Renaissance Global Infrastructure Fund
Renaissance Global Focus Fund
Renaissance Global Technology Fund
Renaissance International Index Fund
Renaissance Optimal Income Portfolio
Renaissance U.S. Equity Growth Fund
Renaissance U.S. Equity Value Fund
Renaissance U.S. Index Fund
Renaissance U.S. Money Market Fund
Renaissance Asian Fund
Renaissance Canadian Bond Fund
Renaissance Canadian Asset Allocation Fund
Renaissance China Plus Fund
Renaissance Dividend Fund
Renaissance Global Asset Allocation Fund
Renaissance Global Bond Fund
Renaissance Global Value Fund
Renaissance Global Health Care Fund
Renaissance Global Markets Fund

Renaissance Global Multi Management Fund
Renaissance Global Resource Fund
Renaissance Global Science & Technology Fund
Renaissance Global Small-Cap Fund
Renaissance Canadian Income Fund
Renaissance International Equity Fund
Renaissance Millennium High Income Fund
Renaissance Millennium Next Generation Fund
Renaissance Money Market Fund

SEQUENCE PORTFOLIOS

Sequence 2010 Conservative Portfolio
Sequence 2010 Moderate Portfolio
Sequence 2020 Conservative Portfolio
Sequence 2020 Moderate Portfolio
Sequence 2030 Conservative Portfolio
Sequence 2030 Moderate Portfolio
Sequence 2040 Conservative Portfolio
Sequence 2040 Moderate Portfolio
Sequence Income Portfolio

2.1.8 Groupe Laperrière & Verreault Inc. - MRRS Decision

Headnote

Subsection 1(10) of the Securities Act – Application by reporting issuer for an order that it is not a reporting issuer – Requested relief granted.

Applicable Legislative Provisions

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

November 12, 2007

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
QUÉBEC, ONTARIO, ALBERTA, MANITOBA,
SASKATCHEWAN, 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
GROUPE LAPERRIÈRE & VERREAUULT INC.
(THE "FILER" OR "GL&V")**

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**") revoking the reporting issuer status of the Filer under the Legislation.

Under the Mutual Reliance Review System for Exemptive Relief Applications

- (a) the Autorité des marchés financiers is the principal regulator for this application, and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

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

Representations

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

1. The Filer is the corporation resulting from the amalgamation of three affiliated companies: Laperrière & Verreault Inc. (founded in 1975), La Société de Fabrication des Vieilles Forges Inc. and Les Services Maxi-Plus Inc. A certificate of amalgamation was granted on April 1, 1986 under Part 1A of the *Companies Act* (Québec) ("**QCA**").
2. The head office of the Filer is located at 25, Des Forges Street, Suite 420, Le Bourg du Fleuve Building, Trois-Rivières, Quebec, G9A 6A7.
3. The authorized share capital of the Filer consists of an unlimited number of class A subordinate voting shares ("**SVS**"), of class B multiple voting shares ("**MVS**") and of preferred shares issuable in series. From this authorized share capital, 21,908,075 SVS and 2,551,805 MVS are issued and outstanding.
4. The Filer has been a reporting issuer in the Jurisdictions since June 18, 1986.
5. On April 20, 2007, the Filer and FLSmidth & Co. A/S ("**FLS**") announced that they had entered into an agreement whereby, through a court-approved plan of arrangement (the "**Arrangement**"), FLS would acquire, directly or indirectly, all the issued and outstanding SVS and MVS of GL&V for a consideration of \$ 33 per MVS and SVS and the assumption of certain debts.
6. On June 22, 2007, the Filer called a special meeting of its shareholders (the "**Special Meeting**"), in accordance with an interim order issued by the Québec Superior Court to vote on the proposed Arrangement.
7. On July 27, 2007, the shareholders of GL&V, present or represented by proxy, at the Special Meeting, voted in favour of the proposed Arrangement, in a majority exceeding the required minimum of 75 % of the votes cast in both share classes issued and outstanding. Holders of SVS approved the resolution by a majority of 99.92 % of the votes cast, whereas holders of MVS approved it unanimously.
8. On July 31, 2007, the Québec Superior Court issued a final order approving the proposed Arrangement.
9. The Filer filed articles of amendment pursuant to Section 123.140 of the QCA and a certificate of amendment was issued in respect of the Filer on August 9, 2007.

10. Pursuant to the Arrangement, 3218042 Nova Scotia Company, a wholly-owned subsidiary of FLS, became the sole owner of all of the securities, including debt securities, of the Filer.
11. The SVS and MVS were delisted from the TSX on August 10, 2007, and no securities of the Filer are traded on any marketplace as defined in *Regulation 21-101 respecting Marketplace Operation*.
12. The permanent information record of the Filer complies with the obligations of the Legislation except for the following obligations:
 - a) the interim financial statements and the management's discussion and analysis for the interim period ended on June 30, 2007 were not filed as required pursuant to Sections 4.3, 4.4 and 5.1 of *Regulation 51-102 respecting Continuous Disclosure Obligations*; and
 - b) the interim certifications of the documents for the interim period ended on June 30, 2007 were not filed as required pursuant to Part 3 of *Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings*.
13. The Filer does not presently intend to seek public financing by way of an offering of its securities in Canada or to list its securities on any stock exchange or market in Canada.

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 to revoke the reporting issuer status of the Filer.

"Marie-Christine Barrette"
Chef du service de l'information financière
Autorité des marchés financiers

2.1.9 Ivory Energy Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - s. 13.1 of National Instrument 51-102 Continuous Disclosure Obligations (NI 51-102) - exemption from the requirement under Part 8 of NI 51-102 to include financial statements in a business acquisition report - the issuer will provide alternative disclosure on the basis that the acquisition was in substance an acquisition by the issuer of an interest in oil and gas properties.

Applicable Legislative Provisions

NI 51-102 Continuous Disclosure Obligations

Citation: Matter of Ivory Energy Inc., 2007 ABASC 838

November 14, 2007

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA AND ONTARIO
(THE JURISDICTIONS)**

AND

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

AND

**IN THE MATTER OF
IVORY ENERGY INC.
(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**) exempting the Filer from the requirement to include in a business acquisition report (**BAR**) certain financial information in respect of a significant acquisition made by the Filer, on the condition that the Filer include in the BAR certain alternative financial information as more particularly described below (the **Requested Relief**).

Principal Regulator System

2. Under Multilateral Instrument 11-101 *Principal Regulator System (MI 11-101)* and the Mutual Reliance Review System for Exemptive Relief Applications:

- (a) the Alberta Securities Commission is the principal regulator for the Filer;
- (b) the Filer is relying on the exemption in Part 3 of MI 11-101 in British Columbia, Saskatchewan and Manitoba; and
- (c) 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 otherwise defined in this decision.

Representations

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

- (a) The Filer is a corporation amalgamated under the *Business Corporations Act* (Alberta). Its head office is located in Calgary, Alberta.
- (b) The Filer is an independent oil and gas company engaged in the business of exploring for, developing, and producing petroleum and natural gas reserves in Alberta and Saskatchewan.
- (c) The Filer is a reporting issuer in the provinces of Alberta, British Columbia, Saskatchewan, Manitoba and Ontario and is not, to its knowledge, in default of its obligations as a reporting issuer under the securities legislation of such provinces.
- (d) The Filer is a "venture issuer" within the meaning of National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**).
- (e) On March 15, 2007, a wholly-owned subsidiary of the Filer entered into a share purchase and sale agreement (as amended on May 23, 2007, the **Acquisition Agreement**) with Empire Resources Inc. (the **Vendor**) providing for the indirect acquisition (the **Acquisition**) by the Filer of certain oil and gas properties and related assets (the **Assets**). The Acquisition closed on July 19, 2007 with an effective date of March 1, 2007 for purchase price or working capital adjustment purposes.
- (f) Pursuant to the Acquisition Agreement, the Filer acquired 100% of the issued and outstanding shares (the

AcquisitionCo Shares) of 101091129 Saskatchewan Ltd. (**AcquisitionCo**), a corporation incorporated for the purpose of facilitating the Acquisition.

- (g) Subsequent to the entering into of the Acquisition Agreement and prior to the closing of the Acquisition, the Vendor transferred the Assets to AcquisitionCo. Accordingly, at the time of closing the Assets were held by AcquisitionCo.
- (h) The transfer of the Assets from the Vendor to AcquisitionCo was made for the purpose of facilitating the Acquisition in a manner that achieved certain tax and commercial efficiencies for the Vendor.
- (i) The Acquisition constitutes a "significant acquisition" for the Filer within the meaning of Part 8 of NI 51-102. Accordingly, the Filer is required under section 8.2 of NI 51-102 to file a BAR in respect of the Acquisition.
- (j) Substantially concurrently with the closing of the Acquisition, the Filer completed the purchase of all of the issued and outstanding shares of Zenith Petroleum Corp.
- (k) The Filer's acquisition of Zenith Petroleum Corp. did not constitute a "significant acquisition" for the Filer within the meaning of Part 8 of NI 51-102, and together with the Acquisition did not constitute an "acquisition of related businesses" as defined therein.
- (l) The financial year end of the Filer is December 31 and the financial year end of the Vendor was June 30.
- (m) The required content of the BAR is prescribed in Form 51-102F4.
- (n) Pursuant to Item 3 of Form 51-102F4 and Part 8 of NI 51-102, the Filer would, absent the Requested Relief, be required to include in its BAR for the Acquisition, subject to the exemptions provided therein:
 - (i) an income statement, a statement of retained earnings and a cash flow statement for each of the two most recently completed financial years in respect of the Assets, a balance sheet as at the end of each such financial year, and notes to the financial statements;

- (ii) an auditor's report on the income statement, statement of retained earnings and cash flow statement for the most recently completed financial year in respect of the Assets and the balance sheet as at the end of such financial year;
 - (iii) a pro forma balance sheet of the Filer as at June 30, 2007 that gives effect to the Acquisition as if it had taken place as at such date; and
 - (iv) a pro forma income statement of the Filer for the financial year ended December 31, 2006 and for the six month interim period ended June 30, 2007, in each case that gives effect to the Acquisition as if it had taken place at January 1, 2006, together with pro forma earnings per share.
- (o) Subsection 8.10(3) of NI 51-102 provides an exemption from the financial statement disclosure requirements that would otherwise apply under Part 8 of NI 51-102 if the significant acquisition is of a business that is an interest in an oil and gas property, provided that, among other things, the acquisition is not an acquisition of securities of another issuer and the issuer includes in the BAR certain alternative financial disclosure in respect of the interests acquired.
- (p) All of the conditions set forth in subsection 8.10(3) of NI 51-102 are satisfied in the circumstances of the Acquisition except that: (i) the Acquisition is an acquisition of securities of another issuer; and (ii) with respect to financial periods and audit requirements the Filer proposes to include in the BAR for the Acquisition historical operating statements in respect of the Assets and pro forma operating statements of the Filer as set forth in paragraph 4(r) below instead of what would otherwise be required under NI 51-102.
- (q) The Acquisition was, in substance, an acquisition by the Filer of an interest in oil and gas properties constituting a business. But for certain tax and commercial efficiencies achieved by structuring the Acquisition as a purchase by the Filer of the AcquisitionCo Shares with the Vendor transferring the Assets to AcquisitionCo prior to closing, the Filer would have acquired the Assets directly from the Vendor and availed itself of the exemption provided in subsection 8.10(3) of NI 51-102 with respect to the kind of financial disclosure to be included in the BAR.
- (r) The Filer proposes to include in the BAR to be filed in respect of the Acquisition:
- (i) an audited schedule of revenues, royalties and operating expenses in respect of the Assets for the years ended June 30, 2006 and 2005;
 - (ii) an audited schedule of revenues, royalties and operating expenses in respect of the Assets for the six months ended December 31, 2006 and an unaudited schedule of revenues, royalties and operating expenses in respect of the Assets for the six months ended December 31, 2005;
 - (iii) an unaudited schedule of revenues, royalties and operating expenses in respect of the Assets for the six months ended June 30, 2007;
 - (iv) an unaudited pro forma consolidated schedule of revenues, royalties and operating expenses of the Filer for the year ended December 31, 2006 giving effect to the Acquisition as if it had taken place at January 1, 2006;
 - (v) an unaudited pro forma consolidated schedule of revenues, royalties and operating expenses of the Filer for the six months ended June 30, 2007 giving effect to the Acquisition as if it had taken place at January 1, 2006;
 - (vi) a description of the Assets and disclosure regarding the annual oil and gas production volumes from the Assets, as contemplated in clauses 8.10(3)(e)(iii) and (iv) of NI 51-102; and
 - (vii) information regarding estimated reserves and related future net revenue attributable to the Assets and estimated oil and gas production volumes therefrom, as contemplated in paragraph 8.10(3)(g) of NI 51-102.

(collectively, the **Alternative Financial Disclosure**).

- (s) The Filer seeks a decision of the Decision Makers under section 13.1 of NI 51-102 exempting the Filer from the requirement to include in the BAR to be filed in respect of the Acquisition the financial statements and other information required pursuant to Item 3 of Form 51-102F4, provided that the BAR includes the Alternative Financial Disclosure.

Decision

5. The Decision Makers being satisfied that they have jurisdiction to make this decision and that the relevant test under the Legislation has been met, the decision of the Decision Makers under the Legislation is that the Requested Relief is granted provided that the Filer includes the Alternative Financial Disclosure in the BAR to be filed in respect of the Acquisition.

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

2.1.10 BetaPro Management Inc. et al. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Relief granted from seed capital requirements for commodity pools in NI 81-104 - Pools having fixed investment objective of providing performance that corresponds to a multiple or inverse multiple of the daily performance of an Underlying Index - Manager permitted to redeem \$50,000 seed capital investment in each Pool provided the Pool has received subscriptions from investors other than the Manager totalling at least \$5.0 million and provided the Manager maintain \$100,000 in excess working capital - Paragraph 3.2(2)(a) of NI 81-104.

Applicable Legislative Provisions

National Instrument 81-104 Commodity Pools, ss. 3.2(2)(a), 10.1.

November 19, 2007

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

AND

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

AND

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

AND

**IN THE MATTER OF
HORIZONS BETAPRO S&P/TSX 60® BULL PLUS ETF
HORIZONS BETAPRO S&P/TSX 60® BEAR PLUS ETF
HORIZONS BETAPRO S&P/TSX CAPPED
FINANCIALS BULL PLUS ETF
HORIZONS BETAPRO S&P/TSX CAPPED
FINANCIALS BEAR PLUS ETF
HORIZONS BETAPRO S&P/TSX CAPPED
ENERGY BULL PLUS ETF
HORIZONS BETAPRO S&P/TSX CAPPED
ENERGY BEAR PLUS ETF
HORIZONS BETAPRO S&P/TSX GLOBAL GOLD
BULL PLUS ETF
HORIZONS BETAPRO S&P/TSX GLOBAL GOLD
BEAR PLUS ETF
HORIZONS BETAPRO S&P/TSX 60® BULL PLUS FUND
HORIZONS BETAPRO S&P/TSX 60® BEAR PLUS FUND**

HORIZONS BETAPRO NASDAQ-100®
BULL PLUS FUND
HORIZONS BETAPRO NASDAQ-100®
BEAR PLUS FUND
HORIZONS BETAPRO CANADIAN BOND
BULL PLUS FUND
HORIZONS BETAPRO CANADIAN BOND
BEAR PLUS FUND

HORIZONS BETAPRO U.S. DOLLAR BULL PLUS FUND
HORIZONS BETAPRO U.S. DOLLAR BEAR PLUS FUND
HORIZONS BETAPRO NYMEX® OIL BULL PLUS FUND
HORIZONS BETAPRO NYMEX® OIL BEAR PLUS FUND
HORIZONS BETAPRO S&P 500® BULL PLUS FUND
HORIZONS BETAPRO S&P 500® BEAR PLUS FUND
HORIZONS BETAPRO COMEX® GOLD
BULL PLUS FUND
HORIZONS BETAPRO COMEX® GOLD
BEAR PLUS FUND
(collectively, the Existing Pools)

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 Pools and such other commodity pools as the Filer may establish in the future (each a **Future Pool** and together with the Existing Pools, the **Pools** or individually, a **Pool**) for a decision under the securities legislation of the Jurisdictions (the **Legislation**) granting relief from the requirement in paragraph 3.2(2)(a) of National Instrument 81-104 *Commodity Pools* (**NI 81-104**) which requires a commodity pool to have invested in it at all times securities that were issued pursuant to paragraph 3.2(1)(a) of NI 81-104 and had an aggregate issue price of \$50,000 (the **Requested Relief**).

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 NI 81-104 and National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

Representations

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

1. Each Pool is, or will be, a mutual fund trust governed by the laws of Ontario and a reporting issuer under the laws of one of more of the Jurisdictions. Each Pool is, or will be,

continuously offered under a prospectus filed in the applicable Jurisdictions.

2. Each Pool is, or will be, a commodity pool as such term is defined in section 1.1 of NI 81-104, in that each Pool has adopted or will adopt fundamental investment objectives that permit that Pool to use or invest in specified derivatives in a manner that is not permitted under National Instrument 81-102 *Mutual Funds* (**NI 81-102**).
3. Each Pool's investment objective is, or will be, to provide daily results, before fees, expenses, distributions, brokerage commissions and other transaction costs, that endeavour to correspond to (i) a multiple or the inverse (opposite) multiple of the daily performance of an index, security, currency or commodity (an **Underlying Index**) or (ii) an index that is a multiple or the inverse (opposite) multiple of the daily performance of the Underlying Index.
4. In order to achieve its investment objective, each Pool will invest in equity securities and/or other financial instruments, including derivatives. Each Pool may employ leverage.
5. The Filer, a corporation incorporated under the laws of Canada, acts, or will act, as the trustee and manager of each Pool.
6. JovInvestment Management Inc. (**JovInvestment**), a corporation incorporated under the laws of Ontario, acts, or will act, as the investment manager of each Pool. JovInvestment is registered in the categories of investment counsel and portfolio manager under the *Securities Act* (Ontario) and as a commodity trading manager under the *Commodity Futures Act* (Ontario).
7. JovInvestment has retained, or will retain, ProShare Advisors LLC (**ProShare**), a limited liability company organized under the laws of the state of Maryland, or an affiliate of ProShare, to act as a sub-advisor on behalf of each Pool and to make and execute investment decisions on behalf of each Pool. ProShare is registered as an investment advisor with the U.S. Securities and Exchange Commission and is exempt from registration as a commodity pool operator and commodity trading advisor.
8. Eight of the Existing Pools are exchange-traded funds and are listed on the Toronto Stock Exchange. Future Pools may similarly be exchange-traded.
9. The Pools may, but are not required to directly invest in commodities. Rather, the Pools are similar to index participation units with the difference that they aim to provide a magnified return, from a bull or bear perspective, of the Underlying Index. This fixed fundamental

investment objective is a unique feature of the Pools and distinguishes them from typical commodity pools. The requirement to achieve and maintain correlation with the Underlying Index leaves no discretion in how the Filer manages the Pools which consequently significantly limits the Filer's ability to take undue risks in managing the Pools.

10. Under paragraph 3.2(1)(a) of NI 81-104, the Filer, as manager of each Pool, is required to make a seed capital investment of \$50,000 in each Pool. Paragraph 3.2(2)(a) of NI 81-104 does not allow the Filer to redeem this seed capital investment except upon dissolution or termination of the Pool.
11. At the time of this decision, 22 Pools exist, representing a total initial investment by the Filer of \$1.1 million in seed capital, and additional Pools are contemplated. This represents a substantial investment which is onerous for the Filer to make and maintain.
12. If the Pools were governed by the provisions of NI 81-102, the Filer would be allowed to redeem its seed capital investment in each Pool upon the Pool having received subscriptions totalling not less than \$500,000 from investors other than the Filer or persons or companies related to it.
13. The Filer understands that the policy rationale behind the permanent seed capital requirement for commodity pools under NI 81-104 is to encourage promoters to ensure that the commodity pool is being properly run for the benefit of the investors, by requiring that the promoter of a Pool, or a related party, will itself be an investor in the Pool at all times. The seed capital requirement is therefore intended to align the interest of promoters of the Pool with that of investors.
14. The Filer wishes to redeem the seed capital invested in each Pool subject to the conditions set out in this decision.
15. The Filer is obliged in accordance with the terms of the trust agreement governing each Pool, and in accordance with the Legislation, to at all times act honestly and in good faith, and in the best interests of the Pool, and exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
16. Having regard to the Filer's fiduciary obligation and the Pools' fixed investment objective, not having \$50,000 invested in each Pool at all times will not change how the Filer manages each Pool. The Filer's interests will at all times be aligned with those of investors in the Pool.

Decision

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

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

1. (a) the Filer may not redeem any of its initial investment of \$50,000 in a Pool unless and until the value of units of the Pool subscribed for by investors other than the persons and companies referred to in paragraph 3.2(1)(a) of NI 81-104 reaches \$5.0 million;
- (b) if, after the Filer redeems its initial investment of \$50,000 in a Pool in accordance with condition 1.(a) above, the value of the units of a Pool subscribed for by investors other than the persons and companies referred to in paragraph 3.2(1)(a) of NI 81-104 drops below \$5.0 million for more than 30 consecutive days, the Filer will, unless the Pool is in the process of being dissolved or terminated, reinvest \$50,000 in the Pool and maintain that investment until condition 1.(a) is again satisfied; and
- (c) the Filer will at all times maintain excess working capital of a minimum of \$100,000.
2. Condition 1.(c) above will cease to apply upon the coming into force of any legislation or rule of the Decision Makers dealing with the maintenance of excess working capital for investment fund managers.

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

2.1.11 Iteration Energy Ltd. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – s. 13.1 of National Instrument 51-102 Continuous Disclosure Obligations (NI 51-102) - exemption from the requirement under Part 8 of NI 51-102 to provide the financial statement disclosure in a business acquisition report (BAR) - Filer would have been able to use exemption in s. 8.10(3) to file alternative disclosure except that the transaction was structured as an acquisition of securities of a company incorporated for the purpose of acquiring the oil and gas properties from the vendor.

Citation: Iteration Energy Ltd., 2007 ABASC 830

November 12, 2007

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA AND ONTARIO (THE JURISDICTIONS)**

AND

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

AND

**IN THE MATTER OF
ITERATION 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 the Filer be exempt from the requirements to include in a business acquisition report (a **BAR**) certain financial information in respect of a significant acquisition by the Filer (the **Requested Relief**), subject to the condition that the Filer include in the BAR certain alternative financial information as more particularly described below.

Application of Principal Regulator System

2. Under Multilateral Instrument 11-101 *Principal Regulator System (MI 11-101)* and *Mutual Reliance Review System for Exemptive Relief Applications*:
 - (a) the Alberta Securities Commission is the principal regulator for the Filer under MI 11-101;

- (b) the Filer is relying on the exemption in Part 3 of MI 11-101 in British Columbia Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, the Yukon, the Northwest Territories and Nunavut; and
- (c) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

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

Representations

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

Iteration Energy Ltd.

- (a) The Filer is a corporation incorporated under the *Business Corporations Act* (Alberta). Its head office is located in Calgary, Alberta.
- (b) The Filer is an Alberta-based, independent oil and gas company engaged in the business of exploring for and developing petroleum and natural gas reserves in western Canada and acquiring oil and natural gas properties.
- (c) The Filer is a reporting issuer in each of the provinces and territories of Canada and is not, to its knowledge, in default of its obligations as a reporting issuer under the securities legislation of such provinces and territories.

Completion of Significant Acquisition

- (d) On September 21, 2007, The filer and its wholly-owned subsidiary, Iteration Energy Inc., entered into an agreement for the purchase and sale of partnership interests (the **Acquisition Agreement**) with Pengrowth Corporation and its affiliates, 3220173 Nova Scotia Company and Stellar Resources Limited (collectively, the **Vendors**) providing for the indirect acquisition (the **Acquisition**) by the Filer of certain oil and gas properties and related assets (the **Assets**) from the Vendors. The Acquisition was completed on September 28, 2007.

- (e) Pursuant to the Acquisition Agreement, the Filer acquired all of the partnership interests of the Peace River Arch Partnership (the **Acquired Partnership**), a general partnership formed for the purpose of facilitating the Acquisition.
- (f) The Acquired Partnership was only formed on September 2, 2007, at which time the Assets were transferred to the Acquired Partnership. Prior to that time, the Assets were held by multiple affiliates of Pengrowth Corporation.
- (g) The transfer of the Assets from the Vendors to the Acquired Partnership was made for the purpose of facilitating the Acquisition in a manner that achieved certain tax and commercial efficiencies for Pengrowth Corporation, one of the Vendors.
- (h) he Acquisition constitutes a "significant acquisition" for the Filer within the meaning of Part 8 of NI 51-102 *Continuous Disclosure Obligations (NI 51-102)*. Accordingly, the Filer is required under section 8.2 of NI 51-102 to file a BAR in respect of the Acquisition.

at September 30, 2007 in the event the BAR is filed subsequent to the release of the Filer's interim financial statements for the nine month period ended September 30, 2007) giving effect to the Acquisition as if it had taken place as at such date; and

- (v) pro forma income statements of the Filer for the financial year ended December 31, 2006 and for the six month period ended June 30, 2007 (or for the nine month period ended September 30, 2007 in the event the BAR is filed subsequent to the release of the Filer's interim financial statements for the nine month period ended September 30, 2007), in each case giving effect to the Acquisition as if it had taken place at January 1, 2007, together with pro forma earnings per share.

- (k) Subsection 8.10(3) of NI 51-102 provides an exemption (the **O&G Property Exemption**) from the financial statement disclosure requirements that would otherwise apply under Part 8 of NI 51-102 if the significant acquisition is of a business that is an interest in an oil and gas property, provided that, among other things, the acquisition is not an acquisition of securities of another issuer and the issuer includes in the BAR certain alternative financial disclosure in respect of the interests acquired.

Financial Information in Business Acquisition Report

- (i) The required content of the BAR is prescribed in Form 51-102F4.
- (j) Pursuant to Item 3 of Form 51-102F4 and Part 8 of NI 51-102, the Filer would, absent the Requested Relief, be required to include in its BAR for the Acquisition, subject to the exemptions provided therein:
 - (i) audited financial statements as at and for the financial year ended December 31, 2006 in respect of the Assets, together with notes thereto;
 - (ii) unaudited financial statements as at and for the financial year ended December 31, 2005 in respect of the Assets, together with notes thereto;
 - (iii) unaudited financial statements as at and for the six month interim periods ended June 30, 2007 and 2006 in respect of the Assets;
 - (iv) a pro forma balance sheet of the Filer as at June 30, 2007 (or as

- (l) All of the conditions set forth in subsection 8.10(3) of NI 51-102 are satisfied in the circumstances of the Acquisition except that the Acquisition is an acquisition of securities of another issuer, specifically the acquisition of the partnership interests of the Acquired Partnership.

- (m) The Acquisition is, in substance, an acquisition by the Filer of an interest in oil and gas properties constituting a business. But for certain tax and commercial efficiencies achieved by structuring the Acquisition as a purchase by the Filer of the partnership interests of the Acquired Partnership with the Vendors transferring the Assets to the Acquired Partnership prior to closing, the Filer would have acquired the Assets directly from the Vendors and availed itself of the O&G Property Exemption.

- (n) If the O&G Property Exemption was available to the Filer in the circumstances of the Acquisition, then the Filer would be permitted to include in the BAR financial disclosure as at and for the six month period ended June 30, 2007.

Relief Sought

- (o) The Filer seeks a decision of the Decision Makers under section 13.1 of NI 51-102 exempting the Filer from the requirement to include in the BAR to be filed in respect of the Acquisition the financial statements and other information required pursuant to Item 3 of Form 51-102F4, provided that the BAR includes the alternative financial disclosure described below.
- (p) The Filer proposes to include in the BAR to be filed in respect of the Acquisition:
- (i) an unaudited schedule of revenues, royalties and operating expenses of the Assets for the six month periods ended June 30, 2007 and 2006;
 - (ii) an audited schedule of revenues, royalties and operating expenses of the Assets for the financial year ended December 31, 2006 and an unaudited schedule of revenues, royalties and operating expenses of the Assets for the financial year ended December 31, 2005;
 - (iii) unaudited pro forma schedule of revenues, royalties and operating expenses of the Filer as at and for the six months ended June 30, 2007 and for the year ended December 31, 2006;
 - (iv) a description of the Assets and disclosure regarding the annual oil and gas production volumes from the Assets, as contemplated in clauses 8.10(3)(e)(iii) and (iv) of NI 51-102; and
 - (v) information regarding estimated reserves and related future net revenue attributable to the Assets and estimated oil and gas production volumes therefrom, as contemplated in paragraph 8.10(3)(g) of NI 51-102.

(collectively, the **Alternative Financial Disclosure**).

- (q) The Alternative Financial Disclosure is consistent with the financial disclosure in respect of the Assets and the Acquisition that was included in a short form prospectus filed in the Jurisdictions by the Filer dated Oct. 10, 2007.

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. The decision of the Decision Makers under the Legislation is that the Filer is granted the Requested Relief, provided that the Filer includes the Alternative Financial Disclosure in the BAR to be filed in respect of the Acquisition.

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

2.1.12 Iberian Minerals Corp. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – relief from the requirement to provide three years of audited financial statements for a business that constitutes a significant acquisition in an information circular, provided that two years of audited financial statements for the acquired business are provided.

Applicable Rules

National Instrument 51-102 Continuous Disclosure Obligations.
CSA Staff Notice 42-303 Prospectus Requirements.

November 20, 2007

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO SECURITIES COMMISSION
BRITISH COLUMBIA SECURITIES COMMISSION
ALBERTA SECURITIES COMMISSION
(THE JURISDICTIONS)**

AND

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

AND

**IN THE MATTER OF
IBERIAN MINERALS CORP.
(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 of the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) for an exemption from the obligation to include, in a proxy solicitation and management information circular to be sent to its security holders in connection with the contemplated Condestable Acquisition (as defined below), Condestable's income statements, retained earnings and cash flow for its financial year ended on December 31, 2004 (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, and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

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

Representations

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

1. The Filer is a reporting issuer (or its equivalent) in each of Ontario, British Columbia and Alberta and its principal and registered office is located in Toronto, Ontario.
2. The filer is not in default of any of its obligations under the Legislation.
3. The Filer is not presently qualified to file a short-form prospectus under National Instrument 44-101 *Short Form Prospectus Distributions*.
4. The Filer has entered into a letter of intent with Trafigura Beheer B.V. a company incorporated in the Netherlands. Pursuant to the proposed terms, Trafigura Beheer B.V. or its affiliated designee (**Trafigura**) will sell to the Filer an ownership interest of approximately 92% in Compania Minera Condestable S.A. (the **Condestable Acquisition**), held by its subsidiary Union Worldwide Investments Limited (**Union**).
5. Compania Minera Condestable S.A. (**CMC**) owns and operates the Condestable mine and is the lessee of the Raul mine located in Peru. CMC is a publicly listed company in Peru and is subject to the Peruvian securities law requirements.
6. The Filer intends to mail a management information circular (the **Circular**) on or about November 28, 2007 in connection with a meeting of shareholders to be held in December, 2007 called to approve, among other things, the Condestable Acquisition.
7. The Filer will include the following financial statements in the Circular:
 - i) The Filer will include the Filer's audited financial statements for the three years ended December 31, 2004, 2005 and 2006 (the **Audited Financial Statements**) and the Filer's unaudited financial statements for the six-month period ended June 30, 2007 (the **Unaudited Financial Statements**) prepared in accordance with Canadian generally accepted accounting principles (**Canadian GAAP**) and an auditor's report which has been prepared in accordance with Canadian generally accepted auditing standards (**Canadian**

GAAS). The Unaudited Financial Statements will be reviewed by its auditors pursuant to CICA Handbook Section 7050 Auditor Review Of Interim Financial Statements.

- ii) Prior to closing of the Condestable Acquisition, CMC will have disposed of its subsidiary Catalina Huanca Sociedad Minera S.A.C (**Catalina**). For the purpose of disclosure in the Circular, the historical financial statements of CMC will be presented by excluding Catalina using the carve-out basis of presentation (the **Condestable Acquisition Financial Statements**) as described in Part 3.16 of the Companion Policy to OSC Rule 41-501 - *General Prospectus Requirements (OSC Rule 41-501)*. The Condestable Acquisition Financial Statements will constitute the substantial portion of the business currently carried on by CMC which will also continue as a legal entity following the Condestable Acquisition. The auditors of CMC are Medina, Zaldivar, Paredes & Asociados (the **CMC Auditors**) which is an affiliate member of Ernst & Young Global Limited.

8. The Circular will also include the following Condestable Acquisition Financial Statements:

- i) Audited financial statements of CMC for each of the years ended December 31, 2006 and 2005 prepared in accordance with International Financial Reporting Standards (**IFRS**). The report by the CMC Auditors on the Condestable Acquisition Financial Statements will be prepared in accordance with United States generally accepted auditing standards (**U.S. GAAS**).
- ii) Unaudited comparative interim financial statements of CMC for the 6-month period to June 30, 2007 prepared in accordance with IFRS and reviewed by the CMC auditors pursuant to U.S. GAAS.
- iii) The audited financial statements and the unaudited comparative interim financial statements of CMC to be contained in the Circular will be reconciled from IFRS to Canadian GAAP in a supplementary footnote to the statements.

9. The Filer will present in the Circular the following *pro-forma* financial statements pursuant to the requirements in Part 6.5 of OSC Rule 41-501 and the additional requirements in Part 7 of National Instrument 52-107 – *Acceptable Accounting*

Principles, Auditing Standards and Reporting Currency:

- i) Unaudited pro forma balance sheet as at June 30, 2007 prepared in accordance with Canadian GAAP.
- ii) Unaudited pro forma statements of operations for the six months ended June 30, 2007 and the year ended December 31, 2006 prepared in accordance with Canadian GAAP.
10. The Circular will contain full true and plain disclosure with respect to CMC.
11. The Condestable Acquisition would not be a “reverse takeover” as defined in NI 51-102.
12. Except for the Condestable Acquisition Financial Statements in lieu of the financial statements required to be included in the Circular in respect of CMC, the Circular complies with the requirements of NI 51-102.
13. The Circular will provide shareholders with sufficient information regarding the current financial status of Condestable so as to allow the shareholders of Iberian to form a reasoned judgment in respect of the Condestable Acquisition.

Decision

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

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted provided the Filer includes the Condestable Acquisition Financial Statements described in representation 8 above.

“Lisa Enright”
Assistant Manager, Corporate Finance
Ontario Securities Commission

2.1.13 Lawrence Asset Management Inc. and Lawrence India Fund - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – fund on fund structure – mutual fund granted exemptions to permit investment in securities of another mutual fund which has the same investment objectives and investment strategies but engages in short selling – mutual fund granted exemptions from National Instrument 81-102 Mutual Funds to engage in short selling of securities up to 20% of net assets, subject to certain conditions and requirements.

Rules Cited

National Instrument 81-102 Mutual Funds, ss. 2.1(1), 2.2(1), 2.5(2)(a) and (c), 2.6(a) and (c), 6.1(1), 19.1.

November 27, 2007

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

AND

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

AND

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

AND

**IN THE MATTER OF
LAWRENCE INDIA FUND
(the Top 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 Top Fund, for a decision under the securities legislation of the Jurisdictions (the **Legislation**) exempting the Top Fund from the following requirements of the Legislation, subject to certain terms and conditions:

- (a) the requirement contained in subsection 2.1(1) of National Instrument 81-102 *Mutual Funds* (**NI 81-102**) prohibiting a mutual fund from purchasing a security of an issuer if immediately after the purchase, more than 10 percent of the net assets of the mutual fund, taken at market value at the time of the purchase, would be invested in securities of any issuer;
- (b) the requirement contained in subsection 2.2(1) of NI 81-102 prohibiting a mutual fund from:
 - i. purchasing a security of an issuer if immediately after the purchase, the mutual fund would hold securities representing more than 10 percent of the outstanding voting or equity securities of that issuer; or
 - ii. purchasing a security of an issuer for the purpose of exercising control over or management of the issuer;
- (c) the requirements contained in subsections 2.5(2)(a) and (c) of NI 81-102 prohibiting a mutual fund from purchasing or holding a security of another mutual fund unless:
 - i. the other mutual fund is subject to 81-102 and National Instrument 81-101 *Mutual Fund Prospectus Disclosure*; and
 - ii. the securities of the mutual fund and the securities of the other mutual fund are qualified for distribution in the local jurisdiction.
- (d) the requirement contained in subsection 2.6(a) of NI 81-102 prohibiting a mutual fund from providing a security interest over a mutual fund's assets;
- (e) the requirement contained in subsection 2.6(c) of NI 81-102 prohibiting a mutual fund from selling securities short; and
- (f) 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.

Paragraphs (a), (b) and (c) together shall be referred to as the Fund on Fund Relief.

Paragraphs (d), (e) and (f) together shall be referred to as the Short Selling Relief.

The Fund on Fund Relief, together with the Short Selling Relief, shall be referred to as the Requested Relief.

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

- (i) the Ontario Securities Commission is the principal regulator for this application; and
- (ii) 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 Top Fund

- 1. The Top Fund will be established under the laws of Ontario pursuant to a declaration of trust. The head office of the Top Fund will be located in Toronto, Ontario.
- 2. The Filer will be the manager and trustee of the Top Fund. The head office of the Filer is located in Toronto, Ontario.
- 3. The Top Fund has filed a preliminary prospectus (the **Preliminary Prospectus**) dated August 17, 2007 in each of the Jurisdictions under SEDAR #1144094.
- 4. The Top Fund will be a reporting issuer in each of the Jurisdictions.
- 5. The investment objectives of the Top Fund are to seek long-term superior growth of capital by investing primarily in equity securities of companies located in India through a "fund-on-fund" arrangement with Lawrence India (Mauritius) Fund (the **Bottom Fund**, and together with the Top Fund, the **Funds**). The balance of the Top Fund's assets will be invested in Canadian equity securities with a focus on companies doing business in India, debt securities of Canadian issuers, derivatives (futures, options and forward contracts), cash or cash equivalents (**Non-Bottom Fund Component**).
- 6. The Top Fund will invest between 87.5% to 92.5% of its net assets in the Bottom Fund.
- 7. The Top Fund will invest between 7.5% to 12.5% of its net assets in the Non-Bottom Fund Component.

The Bottom Fund

- 8. There are significant tax and investment restrictions imposed by Indian regulatory authorities applicable to foreign investors such as a Canadian mutual fund. The Bottom Fund will be

created by the Filer to serve principally as an investment conduit for the Top Fund for purposes of obtaining exposure to India's capital markets in a tax-efficient manner.

- 9. The Bottom Fund will be an open-end investment trust organized under the laws of Mauritius pursuant to a trust deed.
- 10. The Filer will also be the manager and trustee of the Bottom Fund.
- 11. The Bottom Fund will not a reporting issuer in any of the Jurisdictions and accordingly, will not be governed by NI 81-102. However, the Bottom Fund shall adopt and comply with the investment restrictions and practices of NI 81-102, except to the extent that the Bottom Fund deviates from subsections 2.6(a), 2.6(c) and 6.1(1) of NI 81-102 to engage in short selling in accordance with the conditions of the Short Selling Relief described herein.
- 12. The investment objectives and investment strategies of the Bottom Fund will be the same as the Top Fund.
- 13. The Bottom Fund meets the definition of mutual fund under the Legislation such that units of the Bottom Fund will be redeemable on demand.
- 14. Units of the Bottom Fund will only be sold to the Top Fund.

Short Selling by the Funds

- 15. The investment practices of the Funds comply or will comply in all respects with the requirements of Part 2 of NI 81-102, except to the extent that the Funds have received permission from the Decision Makers to deviate therefrom.
- 16. Each short sale made by the Funds will be subject to compliance with the investment objectives of such Fund.
- 17. 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.
- 18. 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 that:
 - (i) are listed and posted for trading on a stock exchange, and
 - I. the issuer of the security has a market capitalization of not less than CDN\$300 million, or the equivalent thereof, of such security at the time the short sale is effected; or
 - II. the investment advisor has pre-arranged to borrow for the purposes of such short sale;
- or
- (ii) are bonds, debentures or other evidences of indebtedness of or guaranteed by the Government of Canada or any province or territory of Canada or 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 115% (or such lesser percentage as the Manager may determine) of the price at which the securities were sold short;

- (f) the Fund will deposit Fund assets with the Borrowing Agent as security in connection with the short sale transaction;
- (g) the Fund will keep proper books and records of all short sales and Fund assets deposited with Borrowing Agents as security;
- (h) the Fund will develop written policies and procedures for the conduct of short sales prior to conducting any short sales; and
- (i) the Fund will provide disclosure in its simplified prospectus of the short selling strategies and the details of this exemptive relief prior to implementing the short selling strategy.

Decision

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

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted provided that in respect of each Fund (unless otherwise indicated):

1. in respect of the Fund on Fund Relief:
 - (a) units of the Top Fund may not be sold to any mutual fund which is subject to NI 81-102;
 - (b) the investment objectives and investment strategies of the Bottom Fund will be the same as the Top Fund;
 - (c) the Bottom Fund shall adopt and comply with the investment restrictions and practices of NI 81-102, except to the extent that the Bottom Fund deviates from subsections 2.6(a), 2.6(c) and 6.1(1) of NI 81-102 to engage in short selling in accordance with the conditions of the Short Selling Relief described herein;
 - (d) any changes in the provisions of the material contracts of the Bottom Fund which would delete or amend the requirements of conditions 1.(b) and 1.(c) above, will require the prior approval of the Manager and the Decision Makers of the Jurisdictions;
 - (e) the Top Fund will redeem its investment in the Bottom Fund in the event that the contractual provisions in 1.(d) are breached;

- (f) the simplified prospectus of the Top Fund will disclose conditions 1.(b) to 1.(e) above and the annual and interim management report of fund performance of the Top Fund and the quarterly portfolio disclosure of the Top Fund will disclose the top 25 holdings of the Bottom Fund;
 - (g) the calculation of the net asset value (**NAV**) of the units of the Top Fund and the Bottom Fund will be identical and have compatible dates for the calculation of NAV for purposes of the issue and redemption of units of these Funds;
 - (h) the annual and semi-annual financial statements of the Top Fund shall be provided together with the financial statements of the Bottom Fund, including their respective portfolio holdings, and be available upon request by a unitholder of the Top Fund, and this fact will be disclosed in the simplified prospectus of the Top Fund;
 - (i) the books and records of the Bottom Fund will be examined by the Manager and audited by local affiliates of the auditors of the Top Fund at least once per year;
 - (j) no sales charges will be payable by the Top Fund in relation to a purchase of units of the Bottom Fund;
 - (k) no redemption fees or other charges will be charged by the Bottom Fund in respect of a redemption by the Top Fund of units of the Bottom Fund;
 - (l) no trailer or other fees or other charges will be paid by the Manager, the Top Fund, and the Bottom Fund or by any affiliate or associate of any of the foregoing entities to anyone in respect of the investment by the Top Fund in the Bottom Fund; and
 - (m) there are arrangements between or in respect of the Top Fund and the Bottom Fund to avoid the duplication of management fees.
2. in respect of the Short Selling Relief:
- (a) the aggregate market value of all securities sold short by the Top Fund does not exceed 20% of the net assets of the Non-Bottom Fund Component of the Top Fund on a daily marked-to-market basis;
 - (b) the aggregate market value of all securities sold short by the Bottom Fund does not exceed 20% of the net assets of the Bottom Fund on a daily marked-to-market basis;
 - (c) the Fund holds “cash cover” (as defined in NI 81-102) in an amount, including the Fund assets deposited with the 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;
 - (d) no proceeds from short sales by the Fund are used by the Fund to purchase long positions in securities other than cash cover;
 - (e) the Fund maintains appropriate internal controls regarding its short sales including written policies and procedures, risk management controls and proper books and records;
 - (f) any short sales made by the Fund are subject to compliance with the investment objectives of the Fund;
 - (g) for short sale transactions of the Fund 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;
 - (h) for short sale transactions of the Fund outside of Canada, every dealer that holds Fund assets as security in connection with short sale transactions by the Fund shall:
 - (i) be a member of a stock exchange and, as a result, be subject to a regulatory audit; and
 - (ii) 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;
 - (i) except where the Borrowing Agent is the Fund’s custodian, when the Fund deposits Fund assets with a Borrowing Agent as security in connection with a short sale transaction, the amount of

- Fund assets deposited with the Borrowing Agent does not, when aggregated with the amount of Fund assets already held by the Borrowing Agent as security for outstanding short sale transactions of the Fund, exceed 10% of the net assets of the Fund, taken at market value as at the time of the deposit;
- (j) the security interest provided by the Fund over any of its assets that is required to enable the Fund to effect short sale transactions is made in accordance with industry practice for that type of transaction and relates only to obligations arising under such short sale transactions;
- (k) prior to conducting any short sales by the Top Fund and the Bottom Fund, the Top Fund discloses in its simplified prospectus or an amendment thereto a description of: (i) short selling, (ii) how the Fund intends to engage in short selling, (iii) the risks associated with short selling, and (iv) in the Investment Strategy section of the simplified prospectus, the Fund's strategy and this exemptive relief;
- (l) prior to conducting any short sales by the Top Fund and the Bottom Fund, the Top Fund discloses in its annual information form or an amendment thereto the following information in respect of both the Top Fund and the Bottom Fund:
- (i) 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;
- (ii) who is responsible for setting and reviewing the policies and procedures referred to in the preceding paragraph, how often the policies and procedures are reviewed, and the extent and nature of the involvement of the board of directors or trustee in the risk management process;
- (iii) 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;
- (iv) whether there are individuals or groups that monitor the risks independent of those who trade; and
- (v) whether risk measurement procedures or simulations are used to test the portfolio under stress conditions;
- (m) prior to conducting any short sales by the Top Fund and the Bottom Fund, the Top Fund has provided to its existing securityholders not less than 60 days' written notice that discloses the Fund's intent to begin short selling transactions and the disclosure required in the Top Fund's simplified prospectus and annual information form as outlined in paragraphs 2.(k) and 2.(l) above or the Top Fund's initial simplified prospectus and each renewal thereof has included such disclosure;
- (n) this Short Selling Relief shall terminate upon the coming into force of any legislation or rule of the Decision Makers dealing with matters referred to in subsections 2.6(a), 2.6(c) and 6.1(1) of NI 81-102.

"Leslie Byberg"
Acting Director
Ontario Securities Commission

2.1.14 Lawrence Asset Management Inc. and Lawrence India Fund - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – fund on fund structure – top fund invests in securities of the bottom fund, which has the same investment objectives and investment strategies – top fund may, either alone or together with other related mutual funds, become substantial security holder of bottom fund – top funds exempted from mutual fund conflict of interest investment restrictions – manager of top fund exempted from mutual fund conflict of interest reporting requirements – Securities Act (Ontario).

Applicable Legislative Provisions

Securities Act (Ontario), R.S.O. 1990, c. S.5, as am., ss. 111(2)(b), 111(3), 113, 117(1)(a), 117(1)(d), 117(2).

Rules Cited

National Instrument 81-102 Mutual Funds, ss. 2.5, 2.5(2)(a), (c) and 2.5(7).

November 27, 2007

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

AND

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

AND

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

AND

**IN THE MATTER OF
LAWRENCE INDIA FUND
(the Top 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 Top Fund, for a decision under the securities legislation of the Jurisdictions (the **Legislation**) granting relief from the

following requirements of the Legislation (the **Requested Relief**) in respect of investments by the Top Fund in the Lawrence India (Mauritius) Fund (the **Bottom Fund**):

- (a) the restrictions contained in the Legislation that prohibit a mutual fund from knowingly making or holding an investment in a person or company in which the mutual fund, alone or together with one or more related mutual funds, is a substantial security holder (the **Mutual Fund Conflict of Interest Investment Restriction**); and
- (b) the requirements contained in the Legislation that a management company (or, in British Columbia, a mutual fund manager), file a report of every transaction of purchase or sale of securities between a mutual fund it manages and any related person or company and any transaction in which, by arrangement other than an arrangement relating to insider trading in portfolio securities, a mutual fund is a joint participant with one or more of its related persons or companies (the **Mutual Fund Conflict of Interest Reporting Requirements**).

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

- (i) the Ontario Securities Commission is the principal regulator for this application; and
- (ii) 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 Top Fund

- 1. The Top Fund will be established under the laws of Ontario pursuant to a declaration of trust. The head office of the Top Fund will be located in Toronto, Ontario.
- 2. The Filer will be the manager and trustee of the Top Fund. The head office of the Filer is located in Toronto, Ontario.
- 3. The Top Fund has filed a preliminary prospectus dated August 17, 2007 in each of the provinces and territories of Canada, except for Quebec under SEDAR #1144094.

4. The Top Fund will be a reporting issuer in each of the provinces and territories of Canada, except for Quebec.
5. The investment objectives of the Top Fund are to seek long-term superior growth of capital by investing primarily in equity securities of companies located in India through a "fund-on-fund" arrangement with the Bottom Fund. The balance of the Top Fund's assets will be invested in Canadian equity securities with a focus on companies doing business in India, debt securities of Canadian issuers, derivatives (futures, options and forward contracts), cash or cash equivalents (**Non-Bottom Fund Component**).
6. The Top Fund will invest between 87.5% to 92.5% of its net assets in the Bottom Fund.
7. The Top Fund will invest between 7.5% to 12.5% of its net assets in the Non-Bottom Fund Component.

The Bottom Fund

8. There are significant tax and investment restrictions imposed by Indian regulatory authorities applicable to foreign investors such as Canadian mutual fund. Thus, the Bottom Fund will be created by the Filer to serve principally as an investment conduit for the Top Fund for purposes of obtaining exposure to India's capital markets in a tax-efficient manner.
9. The Bottom Fund will be an open-end investment trust organized under the laws of Mauritius pursuant to a trust deed.
10. The Filer will also be the manager and trustee of the Bottom Fund.
11. The Bottom Fund will not be a reporting issuer in any of the provinces or territories of Canada and accordingly, will not be governed by NI 81-102. However, the Bottom Fund shall adopt and comply with the investment restrictions and practices of NI 81-102, except to the extent that the Bottom Fund deviates from subsections 2.6(a), 2.6(c) and 6.1(1) of NI 81-102 to engage in short selling in accordance with the conditions of exemptive relief granted by the Decision Makers.
12. The investment objectives and investment strategies of the Bottom Fund will be the same as the Top Fund.
13. The Bottom Fund meets the definition of mutual fund under the Legislation such that units of the Bottom Fund will be redeemable on demand.
14. Units of the Bottom Fund will only be sold to the Top Fund.

Investment by the Top Fund in Units of the Bottom Fund

15. An investment by the Top Fund in units of the Bottom Fund will in each case be made in accordance with the provisions of section 2.5 of National Instrument 81-102 Mutual Funds (NI 81-102), except for the requirements in paragraphs 2.5(2)(a) and (c) which prohibit a mutual fund from purchasing or holding a security of another mutual fund unless:
 - (a) the other mutual fund is subject to 81-102 and National Instrument 81-101 *Mutual Fund Prospectus Disclosure*; and
 - (b) the securities of the mutual fund and the securities of the other mutual fund are qualified for distribution in the local jurisdiction.
16. If the proposed investment by the Top Fund were made in accordance with each of the provisions of section 2.5 of NI 81-102, the Requested Relief would not be required as subsection 2.5(7) of NI 81-102 provides relief from the Mutual Fund Conflict of Interest Investment Restrictions and the Mutual Fund Conflict of Interest Reporting Requirements to a mutual fund which purchases or holds securities of another mutual fund if the purchase or holding is made in accordance with section 2.5 of NI 81-102.
17. In the absence of an exemption from the Mutual Fund Conflict of Interest Investment Restrictions, the Top Fund would be prohibited from knowingly making or holding an investment in the Bottom Fund if the Top Fund, alone or together with one or more related mutual funds, is a substantial securityholder of the Bottom Fund.
18. In the absence of an exemption from the Mutual Fund Conflict of Interest Reporting Requirements, the Filer would be required to file a report for every transaction by the Top Fund involving units of the Bottom Fund and every transaction in which, by arrangement, the Top Fund and the Bottom Fund are acting as joint participants.
19. The Top Fund's investment in units of the Bottom Fund will represent the business judgment of responsible persons uninfluenced by considerations other than the best interests of the Top Fund.

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.

Decisions, Orders and Rulings

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted provided that, at the time the Top Fund makes or holds an investment in the Bottom Fund, the following conditions are satisfied:

- (a) units of the Top Fund may not be sold to any mutual fund which is subject to NI 81-102;
- (b) the investment objectives and investment strategies of the Bottom Fund will be the same as the Top Fund;
- (c) the Bottom Fund shall adopt and comply with the investment restrictions and practices of NI 81-102, except to the extent that the Bottom Fund deviates from subsections 2.6(a), 2.6(c) and 6.1(1) of NI 81-102 to engage in short selling in accordance with the conditions of exemptive relief granted by the Decision Makers;
- (d) any changes in the provisions of the material contracts of the Bottom Fund which would delete or amend the requirements of conditions (b) and (c) above, will require the prior approval of the Manager and the Decision Makers of the Jurisdictions;
- (e) the Top Fund will redeem its investment in the Bottom Fund in the event that the contractual provisions in (d) are breached;
- (f) the simplified prospectus of the Top Fund will disclose conditions (b) to (e) above and the annual and interim management report of fund performance of the Top Fund and the quarterly portfolio disclosure of the Top Fund will disclose the top 25 holdings of the Bottom Fund;
- (g) the calculation of the net asset value (NAV) of the units of the Top Fund and the Bottom Fund will be identical and have compatible dates for the calculation of NAV for purposes of the issue and redemption of units of these Funds;
- (h) the annual and semi-annual financial statements of the Top Fund shall be provided together with the financial statements of the Bottom Fund, including their respective portfolio holdings, and be available upon request by a unitholder of the Top Fund, and this fact will be disclosed in the simplified prospectus of the Top Fund;
- (i) the books and records of the Bottom Fund will be examined by the Manager

and audited by local affiliates of the auditors of the Top Fund at least once per year;

- (j) no sales charges will be payable by the Top Fund in relation to a purchase of units of the Bottom Fund;
- (k) no redemption fees or other charges will be charged by the Bottom Fund in respect of a redemption by the Top Fund of units of the Bottom Fund;
- (l) no trailer or other fees or other charges will be paid by the Manager, the Top Fund, and the Bottom Fund or by any affiliate or associate of any of the foregoing entities to anyone in respect of the investment by the Top Fund in the Bottom Fund; and
- (m) there are arrangements between or in respect of the Top Fund and the Bottom Fund to avoid the duplication of management fees.

"Robert L. Shirriff"
Commissioner
Ontario Securities Commission

"James E.A. Turner"
Vice-Chair
Ontario Securities Commission

2.1.15 DiversiCAPITAL Global Dividend Split Corp. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Exemptive relief granted to an exchange traded mutual fund from certain mutual fund requirements and restrictions on: borrowing, calculation and payment of redemptions, preparation of compliance reports, and record date for payment of distributions - Since investors will generally buy and sell shares through the TSX, requirements intended principally for conventional mutual funds in continuous distribution are largely inapplicable - Requested relief would not be prejudicial to investors - National Instrument 81-102 - Mutual Funds.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 2.6(a), 10.3, 10.4(1), 12.1(1), 14.1, 19.1.

November 28, 2007

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUEBEC, NEW BRUNSWICK,
PRINCE EDWARD ISLAND, NOVA SCOTIA,
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
DIVERSICAPITAL GLOBAL DIVIDEND SPLIT CORP.
(the “Filer”)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the “**Decision Maker**”) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the “**Legislation**”) that exempts the Filer from the following requirements of National Instrument 81-102 – *Mutual Funds* (“**NI 81-102**”) in connection with the Class A Shares and the Preferred Shares (as defined below) to be issued by the Filer:

- (a) section 2.6(a), which prohibits a mutual fund from borrowing cash or providing a security interest over its portfolio assets subject to certain exemptions;

- (b) section 10.3, which requires that the redemption price of a security of a mutual fund to which a redemption order pertains shall be the net asset value (“**NAV**”) of a security of that class, or series of class, next determined after the receipt by the mutual fund of the order;
- (c) subsection 10.4(1), which requires that a mutual fund shall pay the redemption price for securities that are the subject of a redemption order within three business days after the date of calculation of the NAV per security used in establishing the redemption price;
- (d) subsection 12.1(1), which requires a mutual fund that does not have a principal distributor to complete and file a compliance report, and accompanying letter of the auditor, in the form and within the time period mandated by subsection 12.1(1); and
- (e) section 14.1, which requires that the record date for determining the right of securityholders of a mutual fund to receive a dividend or distribution by the mutual fund shall be calculated in accordance with section 14.1.

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:

The Filer

1. The Filer is a mutual fund corporation established under the laws of Ontario. The Filer’s promoter, manager, investment counsel and portfolio manager is Goodman & Company, Investment Counsel Ltd. (the “**Manager**”). The head office of the Manager is located in the province of Ontario.

The Offering

2. The Filer will make an offering (the “**Offering**”) to the public, on a best efforts basis, of Class A shares (the “**Class A Shares**”) and Class A preferred shares, series 1 (the “**Preferred Shares**”) (collectively, the “**Shares**”) in each

province and territory of Canada. A unit will consist of one Class A Share and one Preferred Share (a “Unit”).

3. The Shares are expected to be listed and posted for trading on the Toronto Stock Exchange (the “TSX”). An application requesting conditional listing approval has been made by the Filer to the TSX.
4. The Offering of the Shares by the Filer is a one-time offering and the Filer will not continuously distribute the Shares.
5. A preliminary prospectus of the Filer dated November 1, 2007 (the “**Preliminary Prospectus**”) has been filed with the securities regulatory authorities in each of the Jurisdictions.

The Shares

6. The Filer’s objectives in respect of the Class A Shares are: (i) to provide holders of Class A Shares with regular monthly cash distributions in an amount initially targeted to be 6.00% per annum on the NAV of the Class A Shares; and (ii) to provide holders of Class A Shares with the opportunity for leveraged growth in NAV and distributions per Class A Share.
7. The Filer’s objectives in respect of the Preferred Shares are: (i) to provide holders of Preferred Shares with fixed cumulative preferential quarterly cash distributions in the amount of \$0.13125 per Preferred Share (\$0.525 per year) representing a yield on the issue price of the Preferred Shares of 5.25% per annum; and (ii) to return the issue price of \$10.00 per Preferred Share to holders of Preferred Shares at the time of redemption of such shares on December 30, 2014 (the “**Redemption Date**”).
8. The record date for holders of Class A Shares and holders of Preferred Shares that are entitled to receive distributions will be determined in accordance with the requirements of the TSX.
9. The net proceeds from the Offering will be invested in an actively managed, globally-diversified portfolio comprised primarily of dividend-paying equity securities of issuers that the Manager believes are trading at a discount to their intrinsic value and have strong cash flows and the ability to grow their dividends.
10. The Filer may establish a credit facility that it may use for working capital purposes. The Filer expects that the maximum amount it borrows thereunder will be limited to 5% of its NAV. The Filer may pledge the securities in its portfolio as collateral for such amounts.
11. The Shares may be surrendered for retraction at any time and will be retracted on a monthly basis on the last business day of a month (excluding December 2014) (a “**Valuation Date**”), provided such Shares are surrendered for retraction not less than 10 business days prior to the Valuation Date.
12. Shareholders also have an annual retraction right under which they may concurrently retract an equal number of Class A Shares and Preferred Shares on the December Valuation Date of each year, commencing on the December 2008 Valuation Date. The Shares must be surrendered for retraction at least 10 business days prior to a December Valuation Date.
13. Holders of Class A Shares also have a December 2014 retraction right under which they may retract Class A Shares on the Redemption Date. Such shareholders must surrender their Class A Shares for retraction not less than 45 days prior to the Redemption Date.
14. The retraction payments for Shares surrendered for retraction on a Valuation Date or Class A Shares surrendered for retraction on the Redemption Date will be calculated based on the NAV per Unit of the Filer on the applicable Valuation Date or the Redemption Date, as the case may be, in the manner described in the Preliminary Prospectus. The Filer will make payment for any Shares retracted on or before the tenth business day of the following month (the “**Retraction Payment Date**”).
15. As retraction requests may be made at any time during the month and are subject to a cut-off date (10 business days prior to the Valuation Date), and as the NAV per Unit of the Filer will be calculated once each week, retractions may not be implemented at a price equal to the NAV per Unit next determined after receipt of the retraction request.
16. Shares must be surrendered for retraction to the Filer through participants (“**CDS Participants**”) in the book-based system of CDS Clearing and Depository Services Inc. (“**CDS**”) and the Filer’s registrar and transfer agent. The Filer then arranges for the aggregate amount of the retraction payments for such Shares so retracted to be provided to CDS for distribution to the CDS Participants on behalf of shareholders who have retracted their Shares.
17. The Preferred Shares will be redeemed by the Filer on the Redemption Date and the Filer intends to issue a new series of Class A preferred shares at that time in order to maintain an equal number of Class A Shares and preferred shares outstanding. However, if the Filer is not able to issue a new series of Class A preferred shares on

terms acceptable to it or, as a result of retractions of Class A Shares on the Redemption Date the Manager is of the view that it is no longer economically feasible to keep the Class A Shares outstanding, the Filer has the right to redeem on the Redemption Date all Class A Shares then outstanding.

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 an exemption is granted from the following requirements of NI 81-102:

- (a) section 2.6(a) - to enable the Filer to obtain a credit facility for working capital purposes and provide a security interest over its assets, as stated in paragraph 10 above, so long as the outstanding amount of any such borrowings of the Filer does not exceed 5% of the net assets of the Filer taken at market value at the time of the borrowing;
- (b) section 10.3 - to permit the Filer to calculate the retraction price for the Shares in the manner described in the Preliminary Prospectus and on the applicable Valuation Date or the Redemption Date, as the case may be;
- (c) subsection 10.4(1) - to permit the Filer to pay the retraction price for the Shares on the Retraction Payment Date;
- (d) subsection 12.1(1) - to relieve the Filer from the requirement to file the prescribed compliance reports; and
- (e) section 14.1 - to relieve the Filer from the requirement relating to the record date for payment of dividends or other distributions, provided that it complies with the applicable requirements of the TSX.

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

2.1.16 TransAlta Power, L.P. and Cheung Kong Infrastructure Holdings Limited - MRRS Decision

Headnote

Mutual Reliance Review System -- OSC Rule 61-501 -- take-over bid and subsequent business combination -- Rule 61-501 requires sending of information circular and holding of meeting in connection with second step business combination -- target's limited partnership agreement provides that a resolution in writing executed by unitholders holding more than 66 2/3% of the outstanding units is valid and binding as if such voting rights had been exercised in favour of such resolution at a meeting of Unitholders -- second step business combination to be subject to minority approval, calculated in accordance with section 8.2 of Rule 61-501 -- relief granted from requirement that information circular be sent and meeting be held.

Applicable Ontario Rule

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

October 30, 2007

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
QUEBEC AND ONTARIO**

AND

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

AND

**IN THE MATTER OF THE
POTENTIAL TAKE-OVER BID FOR
TRANSALTA POWER, L.P. BY AN
INDIRECT WHOLLY-OWNED SUBSIDIARY OF
CHEUNG KONG INFRASTRUCTURE
HOLDINGS LIMITED**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the “Decision Maker”) in each of Quebec and Ontario (the “Jurisdictions”) has received an application from Cheung Kong Infrastructure Holdings Limited (“CKI”) for a decision pursuant to the securities legislation of the Jurisdictions (the “Legislation”) that the requirements of the Legislation that:

- (a) a Compulsory Acquisition or Subsequent Acquisition Transaction (each as defined below), as applicable, be approved at a meeting of the unitholders of TransAlta (the “Unitholders”); and

- (b) an information circular be sent to the Unitholders in connection with either a Compulsory Acquisition or Subsequent Acquisition Transaction, as applicable,

be waived (the "Requested Relief") in connection with a potential take-over bid (the "Bid") by Stanley Power Inc. ("Bidco"), an indirect wholly-owned subsidiary of CKI, for TransAlta Power, L.P. ("TransAlta").

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

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

Interpretation

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

Representations

This decision is based on the following representations by CKI and Bidco (collectively, the "Filers"):

1. CKI is a company incorporated in Bermuda with limited liability, the shares of which are listed for trading on the Stock Exchange of Hong Kong.
2. On October 14, 2007, CKI and TransAlta entered into a Support Agreement pursuant to which CKI agreed, subject to the terms and conditions set out in the agreement, to make the Bid for all of the outstanding limited partnership units of TransAlta (the "Units") at \$8.38 per Unit.
3. Bidco was incorporated and organized under the laws of the province of British Columbia on October 23, 2007 to undertake the Bid.
4. The Units are held by CDS Clearing and Depository Services Inc. in book entry only form.
5. It is currently expected that:
 - (a) one of the conditions of the Bid will be that there shall have been validly deposited under the Bid and not withdrawn at the expiry of the Bid that number of Units representing at least 66 2/3% of the Units on a fully diluted basis (the "Minimum Condition");
 - (b) if the conditions to the Bid are satisfied (or waived by Bidco) and Bidco takes up and pays for Units deposited pursuant to the Bid, Bidco may proceed with a compulsory acquisition of the Units not

deposited to the Bid as permitted by the limited partnership agreement governing TransAlta (the "Limited Partnership Agreement") for the same consideration per Unit as was paid under the Bid if, within the time provided in the Bid for its acceptance or within 45 days after the date of Bid is made, whichever period is shorter, the Bid is accepted by Unitholders of at least 90% of the Units (other than Units owned or over which control or direction is exercised at the date of the Bid by the Filers or an affiliate or an associate of the Filers or any person acting jointly or in concert with the Filers) (a "Compulsory Acquisition");

- (c) if a Compulsory Acquisition as permitted under the Limited Partnership Agreement is not available to Bidco, or Bidco elects not to proceed under those provisions, Bidco currently intends to acquire the Units not deposited to the Bid by:
 - (i) amending the Limited Partnership Agreement to: (A) provide that a Compulsory Acquisition may be effected if the Bid is accepted by Unitholders representing at least 66 2/3% of the Units calculated on a fully-diluted basis (the "Threshold Amendment") and (B) if necessary, to provide that such acceptance must occur within the time provided in the Offer for its acceptance or within 90 days after the date the Bid is made, whichever period is shorter, (the "Timing Amendment") (a Compulsory Acquisition, as amended by the Threshold Amendment and/or Timing Amendment, being referred to herein as a "Subsequent Acquisition Transaction"); and
 - (ii) proceeding with the Subsequent Acquisition Transaction in respect of the Units not deposited to the Bid as permitted by the Limited Partnership Agreement, as so amended;

- (d) in order to effect either a Compulsory Acquisition (if available and if Bidco elects to proceed thereunder), or a Subsequent Acquisition Transaction in accordance with the foregoing, rather than seeking the Unitholders' approval to the required amendments at a special meeting of the Unitholders to be called for such purpose, Bidco intends to rely on

the definition of "Extraordinary Resolution" in the Limited Partnership Agreement, which specifies that a written resolution in one or more counterparts signed by Unitholders holding in the aggregate at least 66 2/3% of the aggregate number of outstanding Units is as valid as approval by at least 66 2/3% of the votes cast in person or by proxy at a duly constituted meeting of the Unitholders (a "Written Resolution"); and

- (e) if Bidco decides not to pursue either the Compulsory Acquisition or the Subsequent Acquisition Transaction in the manner described above, Bidco reserves the right, to the extent permitted by applicable law, to purchase additional Units in the open market or in privately negotiated transactions or otherwise, or take no further action to acquire additional Units, or acquire TransAlta's assets by way of an arrangement, amalgamation, merger, reorganization, consolidation, recapitalization, redemption or other transaction involving Bidco, CKI and/or any of their respective subsidiaries and TransAlta. Alternatively, Bidco may sell or otherwise dispose of any or all Units acquired pursuant to the Bid.

6. Notwithstanding the definition of "Extraordinary Resolution" in the Limited Partnership Agreement, section 4.2 of *Autorité des marchés financiers* du Québec Regulation Q-27 – *Respecting Protection of Minority Shareholders in the Course of Certain Transactions* ("Regulation Q-27") and section 4.2 of OSC Rule 61-501 – *Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions* ("Rule 61-501") may require in certain circumstances that the Compulsory Acquisition or Subsequent Acquisition Transaction, as applicable, be approved at a meeting of Unitholders called for that purpose.
7. To effect either a Compulsory Acquisition or Subsequent Acquisition Transaction, as applicable, the Filer will obtain minority approval, as that term is defined in the Legislation, calculated in accordance with the terms of section 8.2 of Regulation Q-27, and section 8.2 of Rule 61-501 (the "Minority Approval"), albeit not at a meeting of Unitholders, but by Written Resolution.
8. The offer and take-over bid circular provided to Unitholders in connection with the Bid will contain all disclosure required by applicable securities laws, including without limitation the take-over bid provisions and form requirements of the securities legislation in the Jurisdictions and the provisions of Rule 61-501 relating to the disclosure required

to be included in information circulars distributed in respect of business combinations.

Decision

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

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted provided that Minority Approval shall have been obtained by Written Resolution.

"Naizam Kanji"
Manager, Mergers & Acquisitions
Ontario Securities Commission

2.2 Orders

2.2.1 Limelight Entertainment Inc. et al. - Rules 1.4 and 5.4 of the Rules of Practice (1997), 20 OSCB 1947

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

AND

IN THE MATTER OF
LIMELIGHT ENTERTAINMENT INC.,
CARLOS A. DA SILVA, DAVID C. CAMPBELL,
JACOB MOORE AND JOSEPH DANIELS

ORDER
(Rules 1.4 and 5.4 of the Rules of Practice
(1997), 20 O.S.C.B. 1947)

WHEREAS Gary R. Clewley ("Clewley") is counsel of record for the Respondent, Carlos A. Da Silva ("Da Silva");

AND WHEREAS on November 13, 2007, Clewley brought a written motion to the Commission pursuant to Rules 1.4 and 5.4 of the Commission's Rules of Practice for leave to withdraw as counsel of record for Da Silva;

AND WHEREAS Clewley submitted that leave to withdraw should be granted on the basis that there has been a breakdown in the solicitor/client relationship between Clewley and Da Silva;

AND WHEREAS the Commission considers that Da Silva has been properly served with the motion;

AND WHEREAS Staff of the Commission does not oppose this motion;

IT IS ORDERED THAT leave for the withdrawal of Clewley as counsel of record to Da Silva be and is hereby granted.

DATED at Toronto this 22nd day of November, 2007.

"Lawrence E. Ritchie"

2.2.2 Sunwide Finance 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

IN THE MATTER OF
SUNWIDE FINANCE INC., SUN WIDE GROUP,
SUN WIDE GROUP FINANCIAL INSURERS
& UNDERWRITERS, WI-FI FRAMEWORK
CORPORATION, BRYAN BOWLES,
STEVEN JOHNSON, FRANK R. KAPLAN,
AND GEORGE SUTTON

TEMPORARY ORDER
Sections 127(1) & 127(5)

WHEREAS it appears to the Ontario Securities Commission that:

1. Sunwide Finance Inc. ("Sunwide") holds itself out as an Ontario financial services firm, providing corporate finance, mergers and acquisitions, tax administration, escrow, and insolvency services;
2. Sunwide is located at 20 Bay Street, 11th floor, Toronto, which are the offices of Queens Quay Executive Offices Limited ("Queens Quay"), a company providing telephone, fax and postal services to international clients;
3. George Sutton ("Sutton"), Steven Johnson ("Johnson"), and Bryan Bowles ("Bowles") are representatives of Sunwide;
4. Sun Wide Group and Sun Wide Group Financial Insurers & Underwriters are companies related to Sunwide;
5. Frank R. Kaplan ("Kaplan") is the president of Sun Wide Group;
6. Wi-Fi Framework Corporation ("WiFi") was registered as a corporation in Texas in May 2005 but is not currently in good standing and is subject to de-registration;
7. The companies and individuals named above are not registered with the Commission in any capacity; and
8. Sunwide, Sun Wide Group, and Sun Wide Group Financial Insurers & Underwriters, together with their representatives Sutton, Johnson, Bowles, and Kaplan, may have breached the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") by:
 - a. trading in securities without registration or an appropriate exemption from the

registration requirements contrary to s. 25;

- b. making prohibited representations contrary to s. 38 of the *Act*; and
- c. making misleading or fraudulent misrepresentations knowing or having reasonably ought to have known that they would result in a fraud on a person contrary to s. 126.1 of the *Act*.

AND WHEREAS the Commission is of the opinion that the time required to conclude a hearing could be prejudicial to the public interest as set out in s. 127(5) of the *Act*;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this order;

AND WHEREAS by Commission order made April 4, 2007 pursuant to s. 3.5(3) of the *Act*, any one 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, is authorized to make orders under section 127 of the *Act*;

IT IS ORDERED pursuant to clause 2 of subsection 127(1) of the *Act* that Sunwide, Sun Wide Group, Sun Wide Group Financial Insurers & Underwriters, and WiFi, and their officers, directors, employees and/or agents cease trading in all securities immediately, including the securities of WiFi; and

IT IS FURTHER ORDERED that, pursuant to subsection 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 "19th" day of November 2007

"James E. A. Turner"

2.2.3 Royal Bank of Canada and RBC Subordinated Notes Trust - OSC Rule 13-502 Fees, s. 2.2

Headnote

Application by bank (the Bank) and capital trust subsidiary (the Trust) for an order varying a previous order granting the Trust relief from the requirement in OSC Rule 13-502 Fees (the Fees Rule) to pay participation fees -- relief in previous order no longer available due to condition in previous order no longer being satisfied -- Bank has paid, and will continue to pay, participation fees applicable to it under s. 2.2 of the Fee Rule, and includes capitalization of Trust in its calculation -- relief analogous to relief for "subsidiary entities" contained in s. 2.9(2) of the Fees Rule -- Trust may not, from a technical accounting perspective, be considered to be a "subsidiary entity" of Bank for Canadian GAAP purposes and may not be entitled to rely on the exemption in s. 2.9(2) of the Fees Rule -- Trust and Bank satisfy conditions of exemption in s. 2.9(2) but for definition of "subsidiary entity" -- previous order varied to delete the condition and to permit fee relief to continue.

Statutes Cited

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

Rules Cites

OSC Rule 13-502 Fees, ss. 2.2, 2.9(2).

IN THE MATTER OF ONTARIO SECURITIES COMMISSION RULE 13-502 FEES

AND

IN THE MATTER OF ROYAL BANK OF CANADA AND RBC SUBORDINATED NOTES TRUST

ORDER

WHEREAS the Director has received an application from Royal Bank of Canada (the **Bank**) and RBC Subordinated Notes Trust (the **Trust**) for an order, pursuant to Section 6.1 of Ontario Securities Commission (the Commission) Rule 13-502 Fees (the **Fees Rule**), that the requirement to pay a participation fee under Section 2.2 of the Fees Rule shall not apply to the Trust, subject to certain terms and conditions.

AND WHEREAS the Bank and the Trust have represented to the Commission that:

1. The Trust is a closed-end trust established under the laws of the Province of Ontario by Royal Trust Corporation of Canada as trustee (the **Trustee**), pursuant to a declaration of trust dated April 3, 2007.
2. The Trust has a financial year-end of December 31.

3. The Trust is a reporting issuer in Ontario and, to its knowledge, is not in default of any requirement under the securities legislation of the Province of Ontario.
4. The Bank is the administrative agent of the Trust pursuant to an administration agreement pursuant to which the Trustee has delegated to the Bank certain of its obligations in relation to the administration of the Trust, including the day-to-day operations of the Trust and such other matters as may be requested from time to time by the Trustee.
5. The outstanding securities of the Trust consist of (i) \$1,000,000,000 principal amount of 4.58% subordinated notes due April 30, 2017 representing subordinated indebtedness of the Trust (the **RBC TSNs – Series A**) and (ii) voting units of the Trust (the **Voting Trust Units**). The RBC TSNs – Series A are fully and unconditionally guaranteed on a subordinated basis by the Bank. All outstanding Voting Trust Units are held by the Bank. The Trust distributed the RBC TSNs – Series A in a public offering pursuant to a prospectus dated April 24, 2007 (the **Offering**). Subject to certain conditions, the Trust may redeem the outstanding RBC TSNs – Series A. Upon the occurrence of any one of the following events, the RBC TSNs – Series A will be exchanged, without the consent of the holders, into subordinated debt of the Bank.: (i) an application for a winding-up order in respect of the Bank pursuant to the *Winding-up and Restructuring Act* (Canada) (the **Winding-Up Act**) is filed by the Attorney General of Canada or a winding-up order in respect of the Bank pursuant to the *Winding-Up Act* is granted by a court; (ii) the Superintendent of Financial Institutions (Canada) (the **Superintendent**) advises the Bank in writing that the Superintendent has taken control of the Bank or its assets pursuant to the *Bank Act* (Canada) (the **Bank Act**); (iii) the Superintendent advises the Bank in writing that the Bank has a risk-based Tier 1 capital ratio of less than 5.0% or a risk-based total capital ratio of less than 8.0%; (iv) the board of directors of the Bank advises the Superintendent in writing that the Bank has a risk-based Tier 1 capital ratio of less than 5.0% or a risk-based total capital ratio of less than 8.0%; or (v) the Superintendent directs the Bank, pursuant to the *Bank Act*, to increase its capital or provide additional liquidity and the Bank elects to cause the automatic exchange as a consequence of the issuance of such direction or the Bank does not comply with such direction to the satisfaction of the Superintendent within the time specified. No securities of the Trust are currently listed on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.
6. The Trust's only business is to invest its assets and its objective is to acquire and hold deposit

notes of the Bank and other eligible investments that will generate income for payment of principal, interest and other amount in respect of its securities, including the RBC TSNs — Series A. The Trust does not carry on any independent business activities other than to acquire and hold assets to generate income as described above.

7. Pursuant to the MRRS decision document dated August 14, 2007 (the Continuous Disclosure Exemption) granted to the Trust by the Autorité des marchés financiers, as principal regulator, on behalf of itself and other decision makers (collectively, the Decision Makers), the Decision Makers determined that the requirement contained in the securities legislation of the Province of Québec and in other applicable jurisdictions (collectively, the Legislation) to:

- (a)
 - (i) file interim financial statements and audited annual financial statements and deliver same to the security holders of the Trust, pursuant to Sections 4.1, 4.3 and 4.6 of National Instrument 51-102 - Continuous Disclosure Obligations (**NI 51-102**);
 - (ii) file interim and annual management's discussion and analysis (**MD&A**) of the financial conditions and results of operations and deliver same to the security holders of the Trust pursuant to Section 5.1 and 5.6 of NI 51-102;
 - (iii) file an annual information form pursuant to Section 6.1 of NI 51-102;

(the obligations set out in paragraph (a) are collectively defined as the **Continuous Disclosure Obligations**), and

- (b) file interim and annual certificates contained in Sections 2.1 and 3.1 of Multilateral Instrument 52-109 - *Certification of Disclosure in Issuer's Annual and Interim Filings* (**MI 52-109**) (the **Certification Obligations**);

shall not apply to the Trust for so long as:

with respect to the Continuous Disclosure Obligations:

- (i) the Bank remains a reporting issuer, or the equivalent, in each jurisdiction where such concept exists, under the Legislation and has filed all documents it is required to file;

- (ii) the Bank files with the Decision Makers, in electronic format under the Trust's System for Electronic Document Analysis and Retrieval (SEDAR) profile, the documents listed in paragraph (a) above, at the same time as they are required under the Legislation to be filed by the Bank;
- (iii) the Trust pays all filing fees that would otherwise be payable by the Trust in connection with the filing of the documents referred to in paragraph (a) above;
- (iv) the Trust sends or causes the Bank to send its interim and annual financial statements and interim and annual MD&A, as applicable, to holders of its securities, other than the holders of debt securities, at the same time and in the same manner as if its holders of securities were holders of common shares of the Bank;
- (v) all outstanding securities of the Trust are either RBC TSNs – Series A, additional series of debt securities having terms substantially similar to the RBC TSNs Series A or Voting Trust Units;
- (vi) the rights and obligations of holders of additional series of debt securities are the same in all material respects as the rights and obligations of the holders of the RBC TSNs – Series A, with the exceptions of economic terms such as the rate of interest, redemption dates and maturity dates;
- (vii) the Bank is the beneficial owner of all issued and outstanding voting securities of the Trust, including the Voting Trust Units, and
- with respect to the Certification Obligations:
- (i) the Trust is and continues to be exempted from the Continuous Disclosure Obligations; and
- (ii) the Bank files with the Decision Makers, in electronic format under the Trust's SEDAR profile, the interim and annual certificates filed by the Bank under MI 52-109 at the same time as such documents are required under the Legislation to be filed by the Bank.
- The Continuous Disclosure Exemption shall expire 30 days after the date a material adverse change occurs in the affairs of the Trust.
8. The Trust was established by the Bank in order to comply with the regulatory requirements of the Office of the Superintendent of Financial Institutions (**OSFI**) relating to the issuance of innovative capital instruments (as contained in OSFI's Principles Governing Inclusion of Innovative Instruments in Tier 1 Capital (the **OSFI Guidelines**)).
9. OSFI maintains strict guidelines and standards with respect to the capital adequacy requirements of federally regulated financial institutions, including the Bank, and, in particular, specifies minimum required amounts of regulatory capital to be maintained by such institutions. Tier 1 capital consists of common shareholders' equity, qualifying non-cumulative perpetual preferred shares, qualifying innovative instruments and qualifying non-controlling interests arising on consolidation from Tier 1 capital instruments while Tier 2 capital consists primarily of subordinated debt. Innovative instruments, such as the RBC TSNs — Series A, must satisfy the detailed requirements of the OSFI Guidelines to be included in Tier 2B capital. Accordingly, the innovative instruments (RBC TSNs — Series A) must be issued by a special purpose vehicle (the Trust), whose primary purpose is to raise innovative Tier 2B capital. OSFI approved the inclusion of the RBC TSNs — Series A as Tier 2B capital of the Bank.
10. No continuous disclosure documents concerning only the Trust will be filed with the Commission.
11. The Trust is a "Class 2 reporting issuer" under the Fees Rule and would be required (but for this Order) to pay participation fees under such rule.
12. The Bank, as a legal and factual matter, controls the Trust through its ownership of the Voting Trust Units issued by the Trust and its role as administrative agent of the Trust. The Bank has paid, and will continue to pay, participation fees applicable to it under section 2.2 of the Fees Rule.
13. The Fees Rule includes an exemption for "subsidiary entities" in subsection 2.9(2) of the Fees Rule. The Bank and the Trust meet all of the substantive requirements to rely on the exemption in subsection 2.9(2) of the Fees Rule, but for the

definition of "subsidiary entity". The Fees Rule defines "subsidiary entity" by reference to the accounting definition under Canadian generally accepted accounting principles (**GAAP**), rather than by reference to a legal definition based on control.

14. On November 1, 2004, the Canadian Institute of Chartered Accountants adopted Guideline 15, Consolidation of Variable Interest Entities. Accordingly, the Trust may not, from a technical accounting perspective, be considered to be a "subsidiary entity" of the Bank for Canadian GAAP purposes and may not be entitled to rely on the exemption in subsection 2.9(2) of the Fees Rule.

IT IS ORDERED by the Commission under the Fees Rule that the requirement to pay a participation fee under Section 2.2 of the Fees Rule shall not apply to the Trust, for so long as:

- (i) the Bank and the Trust continue to satisfy all of the conditions contained in the Continuous Disclosure Exemption; and
- (ii) the capitalization of the Trust represented by the RBC TSNs — Series A and any additional securities of the Trust that may be issued, from time to time, by the Trust is included in the participation fee calculation applicable to the Bank and the Bank has paid the participation fee calculated on this basis.

DATED at Toronto this 27th day of November, 2007.

"Cameron McInnis"
Manager, Corporate Finance Branch

2.2.4 Borealis International Inc. et al. - s. 127(7)

**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**

**ORDER
(Section 127(7))**

WHEREAS on November 15, 2007, the Ontario Securities Commission (the "Commission") made an order pursuant to sections 127(1) and (5) of the *Securities Act*, R.S.O. 1990, c. S.5., as amended, in respect of Borealis International Inc. ("Borealis"), Synergy Group (2000) Inc. ("Synergy"), Integrated Business Concepts Inc. ("IBC"), Canavista Corporate Services Inc. ("Canavista Corporate"), Canavista Financial Center Inc. ("Canavista Financial"), Shane Smith ("Smith"), Andrew Lloyd, Paul Lloyd, Vince Villanti ("Villanti"), Larry Haliday ("Haliday"), Jean Breau ("Breau"), Joy Statham ("Statham"), David Prentice ("Prentice"), Len Zielke ("Zielke"), John Stephan ("Stephan"), Ray Murphy ("Murphy"), Derek Grigor ("Grigor"), Earl Switenky ("Switenky") and Alexander Poole ("Poole") (the "Respondents") that all trading in securities by and of the Respondents, with the exception of Poole, cease, and that any exemptions contained in Ontario securities law do not apply to the Respondents, with the exception of Poole (the "Temporary Order");

AND WHEREAS the Temporary Order also provided that 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;

AND WHEREAS on November 15, 2007, the Commission issued a Notice of Hearing and Statement of Allegations in this matter;

AND UPON HEARING submissions from counsel for Staff of the Commission and from counsel for Borealis, Synergy, IBC, Smith, Villanti, Haliday and Breau and from Paul Lloyd on his own behalf and on behalf of Canavista Financial, no one appearing for Canavista Corporate,

Andrew Lloyd, Statham, Prentice, Zielke, Stephan, Murphy, Grigor, Switenky and Poole;

AND WHEREAS Borealis, Synergy, IBC, Canavista Financial, Smith, Villanti, Haliday, Breau, Paul Lloyd, Zielke, Grigor and Switenky consent to a continuation of the Temporary Order until January 11, 2008;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this order;

IT IS ORDERED THAT:

1. the Temporary Order is continued in respect of the Respondents, except Borealis, Synergy, IBC, Canavista Financial, Smith, Villanti, Haliday, Breau, Paul Lloyd, Zielke, Grigor and Switenky, until May 27, 2008 or until further order of the Commission;
2. in respect of Borealis, Synergy, IBC, Canavista Financial, Smith, Villanti, Haliday, Breau, Paul Lloyd, Zielke, Grigor and Switenky, the Temporary Order is continued until January 11, 2008;
3. this matter shall return before the Commission on January 11, 2008 at 10:00 a.m.; and
4. any websites operated by the Respondents, including:
 - <http://www.borealisfinancial.com>
 - <http://www.borealisglobal.com>
 - <http://www.borealisglobal.com/synergy.htm>
 - <http://www.synergygroup2000.com/Borealis.htm>
 - <http://www.synergygroup2000.com>
 - <http://www.synergywestcoast.com>
 - <http://www.synergygroupbc.com>
 - <http://synergyadvisorforums.com>
 - <http://www.canavista.ca>
 - <http://www.ibc101.com>

shall forthwith display the Temporary Order and this Order prominently and continuously on the home page until further order of the Commission.

DATED at Toronto this 28th day of November, 2007.

“Wendell S. Wigle”

“David L. Knight”

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
Infowave Software, Inc.	28 Nov 07	10 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			
IMAX Corporation	03 Apr 07	16 Apr 07	16 Apr 07	22 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	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	22 Nov 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
11/13/2007	6	575 Park Road LP - Limited Partnership Units	1,700,000.00	8,500.00
10/30/2007	1	Accel X L.P. - Limited Partnership Interest	9,535,000.00	1.00
11/13/2007	2	Agria Corporation - Common Shares	2,455,200.00	160,000.00
11/06/2007	4	AirMedia Group Inc. - American Depository Shares	2,634,825.00	190,000.00
11/13/2007	23	American Creek Resources Ltd. - Units	1,212,806.40	310,976.00
01/20/2006	15	American Insulock Inc. - Units	159,852.00	1,703,000.00
05/29/2007	63	Andean American Mining Corp. - Units	7,366,149.70	113,325,283.00
11/16/2007	6	Appia Energy Corp. - Flow-Through Shares	1,897,500.00	1,518,000.00
08/09/2007	16	Australian Solomons Gold Limited - Receipts	15,000,600.00	13,044,000.00
11/08/2007	32	Azteca Gold Corp. - Units	5,118,969.00	7,260,949.00
05/24/2007	1	Babock & Brown European Infrastructure Fund L.P. - Limited Partnership Interest	50,953,000.00	0.00
11/14/2007 to 11/16/2007	170	Baffinland Iron Mines Corporation - Flow-Through Shares	36,897,746.70	6,691,839.00
11/13/2007	8	BHF Waste Management Limited Partnership - Limited Partnership Units	360,000.00	36,000.00
11/06/2007	33	BHF Waste Management Limited Partnership - Limited Partnership Units	1,765,000.00	141,000.00
02/22/2007	1	BMW U.S. Capital - Units	100,000,000.00	N/A
11/13/2007	1	Bookham Inc. - Common Shares	1,140,000.00	N/A
11/08/2007	1	Brandimensions Inc. - Preferred Shares	2,000,000.00	2,000,000.00
11/17/2007	1	Bridgepoint Europe IV 'B' L.P. - Limited Partnership Interest	427,620,000.00	N/A
11/19/2007	26	Brockville Retail Limited Partnership - Limited Partnership Units	1,170,000.00	1,170.00
11/12/2007	3	BT Energy Fund LP I - Limited Partnership Units	657,550.31	59.00
10/31/2007	3	Buchanan Renewable Energies Inc. - Common Shares	350,000.00	1,400,000.00
11/09/2007	3	Bullion Management Group Inc. - Common Shares	85,000.00	100,000.00
11/15/2007	1	Canada Mortgage Acceptance Corporation - Certificate	175,790,132.34	1.00

Notice of Exempt Financings

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price (\$)	No of Securities Distributed
11/06/2007 to 11/09/2007	4	Canadian Oil Recovery & Remediation Enterprises Inc. - Debentures	5,000,000.00	N/A
10/31/2007	1	Canadian Rockport Homes International, Inc - Units	4,695.50	1,000.00
11/16/2007	58	Canadian Superior Energy Inc. - Common Shares	22,653,750.00	6,472,500.00
11/08/2007 to 11/13/2007	25	CareVest Blended Mortgage Investment Corporation - Preferred Shares	856,869.00	856,696.00
11/08/2007	19	CareVest First Mortgage Investment Corporation - Preferred Shares	434,717.00	434,717.00
11/15/2007	6	China Nepstar Chain Drugstore Ltd. - American Depository Shares	1,672,536.60	107,500.00
11/16/2007	13	Choice Capital Ltd. - Common Shares	2,500,000.00	N/A
10/31/2007	6	Cityzen Properties Limited Partnership - Limited Partnership Units	194,000.00	194,000.00
11/02/2007 to 11/11/2007	20	CMC Markets Canada Inc. - Contracts for Differences	376,000.00	21.00
11/07/2007	18	Colossus Minerals Inc. - Units	1,645,000.00	1,645,000.00
08/28/2007	1	CVI Specialized Ventures Fund B L.P. - Limited Partnership Interest	79,612,500.00	N/A
11/07/2007	4	Danaher Corporation - Common Shares	18,101,580.00	240,000.00
10/03/2007	1	Darnley Bay Resources Limited - Common Shares	192,500.00	N/A
09/16/2006	63	DiaMine Explorations Inc. - Common Shares	1,172,143.00	379,192.00
11/02/2007	26	Dumont Nickel Inc. - Units	680,000.00	8,500,000.00
10/24/2007 to 10/31/2007	4	Duncan City Centre Limited Partnership - Limited Partnership Units	160,000.00	160,000.00
11/02/2007	4	East Windsor Cogeneration LP - Bonds	179,000,000.00	4.00
11/09/2007	38	Excalibur Resources Ltd. - Units	545,024.85	9,083,759.00
11/13/2007	2	Explor Resources inc. - Common Shares	52,500.00	150,000.00
11/12/2007	1	Explor Resources inc. - Common Shares	51,800.00	140,000.00
11/08/2007	49	Explor Resources inc. - Units	2,225,000.00	6,357,142.86
11/15/2007	38	Fairmount Energy Inc. - Common Shares	5,000,800.00	3,572,000.00
10/03/2007	2	Falcon Ventures Incorporated - Common Shares	25,000.00	150,000.00
11/13/2007	1	First Leaside Entities Limited Partnership - Units	750,000.00	750,000.00
11/07/2007	1	First Leaside Expansion Limited Partnership - Units	134,835.00	134,835.00
11/13/2007	1	First Leaside Properties Fund - Trust Units	50,000.00	50,000.00
11/09/2007	1	First Leaside Properties Fund - Trust Units	40,000.00	40,000.00
11/09/2007	1	First Leaside Properties Limited Partnership - Notes	12,300.00	12,300.00

Notice of Exempt Financings

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price (\$)	No of Securities Distributed
11/13/2007	1	First Leaside Select Limited Partnership - Units	79,529.68	82,474.00
11/15/2007	89	Fission Energy Corp. - Common Shares	11,500,700.00	6,572,000.00
11/13/2007	1	Focus Media Holding Limited - Common Shares	310,800.00	5,000.00
11/13/2007 to 11/16/2007	27	General Motors Acceptance Corporation of Canada, Limited - Notes	8,552,783.72	8,552,783.72
11/06/2007	3	Giant Interactive Group Inc. - American Depository Shares	7,272,348.13	507,500.00
11/16/2007 to 11/22/2007	79	Gilead Power Corporation - Common Shares	7,798,360.00	5,790,000.00
11/06/2007	10	Gold Bullion Development Corp - Common Share Purchase Warrant	623,599.95	4,157,333.00
11/08/2007	28	Gold Reach Resources Ltd. - Units	570,000.00	3,800,000.00
09/25/2007 to 11/19/2007	7	GolfLogix Systems Inc. - Common Shares	197,500.00	790,000.00
11/15/2007	1	Holland Christian Homes Inc. - Debentures	2,000,000.00	N/A
04/01/2005 to 12/01/2005	15	HorizonOne EnergyPlus Fund L.P. - Units	6,375,000.00	N/A
07/04/2005 to 11/01/2005	4	HorizonOne IncomePlus Fund - Units	1,225,000.00	N/A
08/09/2007	6	Hosted Data Transaction Systems Inc. - Common Shares	304,997.85	358,821.00
11/14/2007	1	ICx Technologies, Inc. - Common Shares	461,136.00	30,000.00
10/16/2007	22	Idelix Software Inc. - Notes	778,000.00	22.00
11/10/2007 to 11/20/2007	15	IGW Properties Real Estate Investment Trust - Trust Units	582,052.43	549,795.00
06/04/2007	2	InterRent Real Estate Investment Trust - Trust Units	650,000.00	119,231.00
11/06/2007	5	IP Applications Corp. - Common Shares	2,319,326.00	16,566,614.00
11/13/2007	7	Kent Exploration Inc. - Units	150,000.00	750,000.00
06/29/2007	31	Knight's Bridge Capital (Alberta) ULC - Units	2,483,300.00	N/A
10/31/2007	4	Kodiak Exploration Limited - Common Shares	12,750.00	5,000.00
09/28/2007	1	Kodiak Exploration Limited - Common Shares	28,000.00	50,000.00
11/01/2007	7	Kodiak Exploration Limited - Common Shares	45,000.00	2,942.00
12/12/2006	1	Kodiak Exploration Limited - Common Shares	10,000.00	10,639.00
10/23/2007	8	Laurion Mineral Exploration Ltd. - Common Shares	10,500.00	100,000.00
11/07/2007	1	Laurion Mineral Exploration Ltd. - Common Shares	50,000.00	500,000.00
11/06/2007	14	Linear Metals Corporation - Flow-Through Shares	7,020,000.00	3,900,000.00

Notice of Exempt Financings

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price (\$)	No of Securities Distributed
08/23/2007	53	Lorian Capital Corp. - Units	1,500,000.10	9,677,420.00
08/16/2007	23	Markland Resource Development Incorporated - Flow-Through Shares	1,931,800.00	N/A
08/23/2007	3	Matamec Explorations Inc. - Common Shares	9,250.00	50,000.00
11/05/2007	24	Mines Abcourt Inc./Abcourt Mines Inc. - Common Shares	1,147,614.00	1,772,116.00
11/08/2007	29	Monroe Minerals Inc. - Units	2,037,124.74	N/A
11/15/2007	29	Moss Lake Gold Mines Ltd. - Units	1,215,290.19	1,599,978.00
11/08/2007	33	Mountain Power Inc. - Debentures	815,000.00	0.00
11/09/2007	5	Natural Convergence Inc. - Preferred Shares	2,710,502.00	57,183,559.00
11/16/2007	3	Navios Maritime Partners L.P. - Units	12,355,830.00	635,000.00
10/25/2007 to 11/16/2007	42	Nelson Financial Group Ltd. - Notes	2,610,890.43	N/A
11/12/2007	2	Neutron Enterprises, Inc. - Common Shares	0.00	5,600,000.00
09/14/2007	1	Nexus Capital Management III, LLC - Limited Partnership Interest	20,586,000.00	0.00
08/16/2006	36	Nikos Explorations Ltd. - Units	1,200,000.06	6,666,667.00
11/09/2007	12	Novawest Resources Inc. - Units	375,000.00	375.00
11/01/2007	2	NRX Global Corp. - Debentures	600,000.00	0.00
11/13/2007	2	Nuveen Investments Inc. - Notes	2,410,750.00	N/A
11/11/2007	3	Och-Ziff Capital Management Group LLC - Common Shares	36,200,160.00	1,150,000.00
11/15/2007	171	Osisko Exploration Itee - Warrants	125,125,000.00	19,250,000.00
08/21/2007	1	PAI Europe V - 2 FCPR - Common Shares	500,220,000.00	3,496,500.00
04/13/2007	66	PAKIT Inc. - Common Shares	3,408,202.50	2,272,134.00
04/04/2007	3	PAKIT Inc. - Common Shares	42,000.00	28,000.00
07/26/2007	81	Petrodex Inc. - Special Warrants	6,958,740.00	34,793,700.00
03/24/2006	90	Petrodex Inc. - Special Warrants	2,017,500.00	20,175,000.00
10/31/2007	9	Prestigious Capital Ltd. - Bonds	155,000.00	1,550.00
10/31/2007	12	Prestigious Properties Four Limited Partnership - Limited Partnership Units	868,750.00	1,963.00
11/08/2007	57	Q-Gold Resources Ltd. - Units	769,040.00	4,806,500.00
11/14/2007	1	Rain King Software Inc. - Common Shares	1,921,400.00	222,222.22
11/13/2007	4	Raytec Metals Corp. - Units	1,000,000.00	1,818,181.00

Notice of Exempt Financings

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price (\$)	No of Securities Distributed
11/13/2007	1	Ressources Pershimco Inc. - Common Shares	525,000.00	750,000.00
11/09/2007	10	Rhone 2007 Oil & Gas Strategic Limited Partnership - Limited Partnership Units	1,025,000.00	41,000.00
11/08/2007	33	Richfield Ventures Corp. - Flow-Through Units	2,861,092.00	4,290,086.00
11/08/2007	19	Richfield Ventures Corp. - Non-Flow Through Units	930,553.00	2,658,722.00
08/07/2007 to 08/20/2007	23	Roca Mines Inc. - Units	14,957,130.00	4,703,500.00
06/29/2007	3	RPS Capital LP - Units	3,500,002.00	N/A
11/15/2007	28	Rubicon Minerals Corporation - Flow-Through Shares	10,399,330.70	N/A
10/31/2007	174	Rusoro Mining Ltd. - Receipts	225,000,000.00	93,750,000.00
11/09/2007	8	SandRidge Energy, Inc. - Common Shares	4,785,653.60	196,000.00
11/16/2007	17	Savannah Diamonds Limited - Common Shares	464,464.25	955,000.00
11/14/2007	110	SemBioSys Genetics Inc. - Units	9,568,000.00	3,680,000.00
11/15/2007	11	Sheltered Oak Resources Inc. - Flow-Through Shares	163,200.00	134,200.00
07/31/2007	32	Siamons International Inc. - Preferred Shares	677,677.25	459,243.00
08/14/2007	42	Silverbirch Inc. - Common Shares	1,309,122.00	N/A
11/16/2007	3	Slam Exploration Ltd. - Flow-Through Shares	500,000.00	2,000,000.00
10/23/2007	25	Superior Canadian Resources Inc. - Flow-Through Shares	1,261,500.00	10,092,000.00
10/22/2007 to 10/31/2007	46	Synergist Medical Inc. - Debentures	1,084,500.00	2,179,000.00
11/09/2007	7	Tamerlane Ventures Inc. - Flow-Through Shares	1,217,500.50	811,667.00
11/13/2007	5	Tangcoh Gold Inc - Units	15,000.00	300,000.00
11/01/2007 to 11/08/2007	15	Tangcoh Gold Inc - Units	60,000.00	1,100,000.00
11/13/2007	4	Terex Corporation - Notes	5,785,800.00	1.00
11/13/2007	1	Terra Nova Gold Corp. - Common Shares	75,000.00	681,818.00
10/10/2007	51	Thelon Ventures Ltd. - Common Shares	400,000.00	4,000,000.00
11/14/2007	4	Timbercreek Real Estate Investment Trust - Units	264,176.78	25,849.00
11/15/2007	2	Tom Exploration Inc. - Units	5,800.00	58,000.00
11/01/2007	1	Treesdale Fixed Income Fund Ltd. - Common Shares	105,000,000.00	N/A
10/05/2007 to 10/12/2007	4	Trez Capital Corporation - Mortgage	1,845,000.00	N/A

Notice of Exempt Financings

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price (\$)	No of Securities Distributed
11/07/2007	24	Triangle Industries Ltd. - Units	1,000,000.00	10,000,000.00
11/16/2007	44	UC Resources Ltd. - Units	4,814,513.50	6,810,030.00
11/14/2007	28	Vancouver International Airport Authority - Debentures	200,000,000.00	N/A
05/01/2005	2	Veritas Partners LP - Limited Partnership Units	908,080.00	908.08
11/07/2007	78	Victoria Resource Corporation - Units	13,650,000.00	19,500,000.00
11/07/2007	119	VMS Ventures Inc. - Receipts	19,500,000.00	5,000,000.00
08/31/2007	25	Vortaloptics, Inc. - Common Shares	301,412.07	485,453.00
11/13/2007	2	Westview Commercial Inc. - Common Shares	3,305,500.00	20,000,000.00
11/07/2007	29	Westview Commercial Inc. - Units	3,300,000.00	30,000,000.00
11/05/2007	4	Wi2Wi Corporation - Notes	201,333.50	201,333.50
11/14/2007	261	Zongshen PEM Power Systems Inc. - Common Shares	35,190,000.00	11,500,000.00

Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:

Alto Monthly Income and Global Growth Portfolio
Investors Global Real Estate Fund
Principal Regulator - Manitoba

Type and Date:

Preliminary Simplified Prospectuses dated November 23, 2007

Mutual Reliance Review System Receipt dated November 23, 2007

Offering Price and Description:

Mutual Fund Units Net Asset Value

Underwriter(s) or Distributor(s):

Investors Group Securities Inc.
Investors Group Financial Services Inc.

Promoter(s):

I.G. Investment Management , Ltd.

Project #1186839

Issuer Name:

Conjuchem Biotechnologies Inc.
Principal Regulator - Quebec

Type and Date:

Preliminary Short Form Prospectus dated November 26, 2007

Mutual Reliance Review System Receipt dated November 26, 2007

Offering Price and Description:

\$22,000,000.00 - 22,000,000 Aggregate Principal Amount of 8% Convertible Unsecured Subordinated Debentures and 34,375,000 Common Share Purchase Warrants Price: \$1,000 per Unit

Underwriter(s) or Distributor(s):

Dundee Securities Corporation
Cormark Securities Inc.
Orion Securities Inc.
Versant Partners Inc.

Promoter(s):

-

Project #1187500

Issuer Name:

Desjardins Canadian Bond Fund
Desjardins Canadian Equity Value Fund
Desjardins Capital Yield Bond Fund
Desjardins Enhanced Alternative Investments Fund
Desjardins Enhanced Bond Fund
Desjardins Global Equity Value Fund
Desjardins Select Global Equity Fund
Principal Regulator - Quebec

Type and Date:

Preliminary Simplified Prospectuses dated November 20, 2007

Mutual Reliance Review System Receipt dated November 23, 2007

Offering Price and Description:

A, I and T Class Units

Underwriter(s) or Distributor(s):

Fédération des caisses Desjardins de Québec

Promoter(s):

Federation Des Caisses Desjardins Du Quebec

Project #1185962

Issuer Name:

Falcon Oil & Gas Ltd.
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated November 21, 2007

Mutual Reliance Review System Receipt dated November 21, 2007

Offering Price and Description:

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

Underwriter(s) or Distributor(s):

Orion Securities Inc.

Promoter(s):

-

Project #1186034

Issuer Name:

Fidelity Canadian Equity Class
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectus dated November 21, 2007
Mutual Reliance Review System Receipt dated November 22, 2007

Offering Price and Description:

Series A, B, F, T5, T8, S5 and S8 Shares

Underwriter(s) or Distributor(s):

Fidelity Capital Structure Corp.
Fidelity Investments Canada ULC

Promoter(s):

Fidelity Capital Structure Corp.

Project #1186193

Issuer Name:

Fortress Energy Inc.
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated November 26, 2007
Mutual Reliance Review System Receipt dated November 26, 2007

Offering Price and Description:

\$5,000,550.00 - 2,703,000 Flow-Through Shares Price:
\$1.85 pr Flow-Through Share

Underwriter(s) or Distributor(s):

Canaccord Capital Corporation
Acumen Capital Finance Partners Limited

Promoter(s):

-

Project #1187590

Issuer Name:

Franco-Nevada Corporation
Principal Regulator - Ontario

Type and Date:

Second Amended and Restated Preliminary Prospectus dated November 20, 2007
Mutual Reliance Review System Receipt dated November 21, 2007

Offering Price and Description:

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

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.
UBS Securities Canada Inc
CIBC World Markets Inc.
Citigroup Global Markets Canada Inc.
J.P Morgan Securities Canada Inc.
RBC Dominion Securities Inc.
GMP Securities L.P.
Dundee Securities Corporation
Genuity Capital Markets
HSBC Securities (Canada) Inc.
National Bank Financial Inc.
Paradigm Capital Inc.
Wellington West Capital Markets Inc.
.

Promoter(s):

Newmont Mining Corporation

Project #1171016

Issuer Name:

HSBC Global Climate Change Fund
Principal Regulator - British Columbia

Type and Date:

Preliminary Simplified Prospectus dated November 22, 2007
Mutual Reliance Review System Receipt dated November 26, 2007

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

HSBC Investment Funds (Canada) Inc.

Promoter(s):

HSBC Investment Funds (Canada) Inc.,

Project #1186531

Issuer Name:

Imperial Global Equity Income Pool
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectus dated November 26, 2007
Mutual Reliance Review System Receipt dated November 27, 2007

Offering Price and Description:

Class A Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

Canadian Imperial Bank of Commerce
Project #1187800

Issuer Name:

KCC CAPITAL CORPORATION
Principal Regulator - British Columbia

Type and Date:

Preliminary CPC Prospectus dated November 23, 2007
Mutual Reliance Review System Receipt dated November 26, 2007

Offering Price and Description:

Minimum Offering: \$500,000.00 (5,000,000 Common Shares); Maximum Offering: \$750,000.00 (7,500,000 Common shares) Price: \$0.10 per Common Share

Underwriter(s) or Distributor(s):

Research Capital Corporation
Haywood Securities Inc.

Promoter(s):

David Lake
Project #1187610

Issuer Name:

Kensington Global Private Equity Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated November 19, 2007
Mutual Reliance Review System Receipt dated November 21, 2007

Offering Price and Description:

\$ * - * Units Price: \$ * per Unit \$10,000 Minimum Purchase
- * Units

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.
Scotia Capital Inc.
National Bank Financial Inc.
Canaccord Capital Corporation
Dundee Securities Corporation
GMP Securities L.P.
Berkshire Securities Inc.
Blackmont Capital Inc.
Genuity Capital Markets
Raymond James Ltd.
Wellington West Capital Inc.

Promoter(s):

Kensington Capital Partners Limited
Project #1185578

Issuer Name:

Northern Spirit Resources Inc.
Principal Regulator - Alberta

Type and Date:

Preliminary CPC Prospectus dated November 22, 2007
Mutual Reliance Review System Receipt dated November 22, 2007

Offering Price and Description:

\$600,000.00 (3,000,000 Common Shares) Price per unit
\$0.20 per Common Share

Underwriter(s) or Distributor(s):

Emerging Equities Inc.

Promoter(s):

James Newland Tanner
Project #1186445

Issuer Name:

Osisko Exploration Ltée
Principal Regulator - Quebec

Type and Date:

Preliminary Prospectus dated November 21, 2007
Mutual Reliance Review System Receipt dated November 22, 2007

Offering Price and Description:

\$125,125,000.00 - 19,250,000 Common Shares and
9,625,000 Common Share Purchase Warrants Issuable on
Automatic Exercise of 19,250,000 Previously Issued
Special Warrants Price: \$6.50 per Special Warrant

Underwriter(s) or Distributor(s):

Westwind Partners Inc.
National Bank Financial Inc.
RBC Dominion Securities Inc.
BMO Capital Markets
Paradigm Capital Inc.
PI Financial Corp.

Promoter(s):

-

Project #1186040

Issuer Name:

Rocky Mountain Dealerships Inc.
Principal Regulator - Alberta

Type and Date:

Amended and Restated Preliminary Prospectus dated
November 21, 2007
Mutual Reliance Review System Receipt dated November
21, 2007

Offering Price and Description:

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

Underwriter(s) or Distributor(s):

RBC Dominion Securities
BMO Nesbitt Burns Inc.
Blackmont Capital Inc.
Scotia Capital Inc.
HSBC Securities (Canada) Inc.

Promoter(s):

M.C. (Matt) Campbell
Derek I. Stimson
Project #1176838

Issuer Name:

Aurora Energy Resources Inc.
Principal Regulator - British Columbia

Type and Date:

Final Short Form Prospectus dated November 21, 2007
Mutual Reliance Review System Receipt dated November 21, 2007

Offering Price and Description:

\$100,375,000.00 - 5,312,500 Common Shares and 750,000 Flow-Through Shares

Underwriter(s) or Distributor(s):

Cormark Securities Inc.
RBC Dominion Securities Inc.
National Bank Financial Inc.
Blackmont Capital Inc.
Dundee Securities Corporation

Promoter(s):

-

Project #1174790

Issuer Name:

CHIP Mortgage Trust
Home Equity Income Trust
Principal Regulator - Ontario

Type and Date:

Final Short Form Base Shelf Prospectus dated November 23, 2007
Mutual Reliance Review System Receipt dated November 26, 2007

Offering Price and Description:

\$750,000,000.00 - Medium Term Notes (secured) Fully and Unconditionally guaranteed as to payment of principal, premium (if any) and interest by HOME EQUITY INCOME TRUST

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.
Scotia Capital Inc.

Promoter(s):

Home Equity Income Trust

Project #1180130/1180136

Issuer Name:

Covington Venture Fund Inc.

Type and Date:

Amendment #1 dated November 14, 2007 to the Prospectus dated January 30, 2007
Received on November 26, 2007

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

CFPA Sponsor Inc.
Covington Group of Funds Inc.

Project #1030744

Issuer Name:

Creststreet Resource Class (Series A, Series B and 2008 Series shares)

Creststreet Managed Income Class (Series A and Series B shares)

Creststreet Managed Equity Index Class (Series A and Series B shares)

Creststreet Alternative Energy Class (Series A and Series B shares)

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated November 19, 2007
Mutual Reliance Review System Receipt dated November 21, 2007

Offering Price and Description:

Series A, Series B and 2008 Series shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

Creststreet Asset Management Limited

Project #1170070

Issuer Name:

Grey Wolf Exploration Inc.
Principal Regulator - Alberta

Type and Date:

Final Short Form Prospectus dated November 22, 2007
Mutual Reliance Review System Receipt dated November 22, 2007

Offering Price and Description:

\$20,002,200.00 - 7,844,000 Flow-Through Shares at \$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:

ISG Capital Corporation
Principal Regulator - Ontario

Type and Date:

Final Prospectus dated November 21, 2007
Mutual Reliance Review System Receipt dated November 22, 2007

Offering Price and Description:

\$1,500,000.00 - 7,500,000 Common Shares Price: \$0.20 per Common Share

Underwriter(s) or Distributor(s):

Canaccord Capital Corporation

Promoter(s):

-

Project #1168038

Issuer Name:

iWeb Group Inc.
Principal Regulator - Quebec

Type and Date:

Final Short Form Prospectus dated November 21, 2007
Mutual Reliance Review System Receipt dated November 21, 2007

Offering Price and Description:

\$4,125,000.00 - 3,300,000 Common Shares \$1.25 per Common Share

Underwriter(s) or Distributor(s):

GMP Securities L.P.
Cormark Securities Inc.
National Bank Financial Inc.

Promoter(s):

-

Project #1167146

Issuer Name:

Kaboose Inc.
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated November 22, 2007
Mutual Reliance Review System Receipt dated November 22, 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:

Labrador Iron Mines Holdings Limited
Principal Regulator - Ontario

Type and Date:

Final Prospectus dated November 23, 2007
Mutual Reliance Review System Receipt dated November 26, 2007

Offering Price and Description:

\$45,892,000 (11,473,000 Units) (Each Unit consisting of one common share and one-half of one common share purchase warrant) Price: \$4.00 per Unit

Underwriter(s) or Distributor(s):

Canaccord Capital Corporation

Promoter(s):

Anglesey Mining plc

Project #1157626

Issuer Name:

Series A, F, I and O Securities (unless otherwise indicated) of:

Mackenzie Cundill Canadian Security Fund (offering Series C, F, G, I, O, P, T6 and T8 Units)

Mackenzie Cundill Canadian Security Class of Mackenzie Financial Capital Corporation

Mackenzie Focus Canada Fund (also offering Series M Units)

Mackenzie Focus Canada Class of Mackenzie Financial Capital Corporation

Mackenzie Growth Fund (also offering Series G Units)

Mackenzie Ivy Canadian Fund (also offering Series G, P, T6 and T8 Units) (Hedged Class & Unhedged Class)

Mackenzie Ivy Canadian Class of Mackenzie Financial Capital Corporation

Mackenzie Maxxum Canadian Equity Growth Fund

Mackenzie Maxxum Canadian Equity Growth Class of Mackenzie Financial Capital Corporation

Mackenzie Maxxum Canadian Value Fund

Mackenzie Maxxum Canadian Value Class of Mackenzie Financial Capital Corporation

Mackenzie Maxxum Dividend Fund (also offering Series G, P, T6 and T8 Units)

Mackenzie Maxxum Dividend Class of Mackenzie Financial Capital Corporation

Mackenzie Maxxum Dividend Growth Fund (also offering Series G Units)

Mackenzie Universal Canadian Growth Fund (also offering Series G Units)

Mackenzie Universal Canadian Growth Class of Mackenzie Financial Capital Corporation

(Hedged Class & Unhedged Class)

Mackenzie Cundill American Class of Mackenzie Financial Capital Corporation

Mackenzie Focus America Class of Mackenzie Financial Capital Corporation

Mackenzie Universal American Growth Class of Mackenzie Financial Capital Corporation

(also offering Series M Shares) (Hedged Class & Unhedged Class)

Mackenzie Universal U.S. Blue Chip Class of Mackenzie Financial Capital Corporation

Mackenzie Universal U.S. Dividend Income Fund (Hedged Class and Unhedged Class)

Mackenzie Universal U.S. Emerging Growth Class of Mackenzie Financial Capital Corporation

Mackenzie Universal U.S. Growth Leaders Fund

Mackenzie Universal U.S. Growth Leaders Class of Mackenzie Financial Capital Corporation

(Hedged Class & Unhedged Class)

Mackenzie Ivy Enterprise Fund (also offering Series G and M Units)

Mackenzie Ivy Enterprise Class of Mackenzie Financial Capital Corporation

Mackenzie Universal North American Growth Class of Mackenzie Financial Capital Corporation (also offering Series G Shares)

Mackenzie Cundill Emerging Markets Value Class of Mackenzie Financial Capital Corporation

Mackenzie Cundill Global Dividend Fund (formerly, Mackenzie Universal World Growth RRSP Fund)

(also offering Series P , T6 and T8 Units)
Mackenzie Cundill International Class of Mackenzie Financial Capital Corporation
Mackenzie Cundill Recovery Fund (offering Series O Units only)
Mackenzie Cundill Value Fund (offering Series C, F, G, I, O, P, T6 and T8 Units)
Mackenzie Cundill Value Class of Mackenzie Financial Capital Corporation
Mackenzie Focus Fund (also offering Series G Units)
Mackenzie Focus Class of Mackenzie Financial Capital Corporation
Mackenzie Focus Far East Class of Mackenzie Financial Capital Corporation
(also offering Series M Shares)
Mackenzie Focus International Class of Mackenzie Financial Capital Corporation
Mackenzie Focus Japan Class of Mackenzie Financial Capital Corporation
Mackenzie Founders Fund (also offering Series P , T6 and T8 Units)
Mackenzie Ivy European Class of Mackenzie Financial Capital Corporation
(also offering Series M Shares)
Mackenzie Ivy Foreign Equity Fund (also offering Series G , P, T6 and T8 Units)
Mackenzie Ivy Foreign Equity Class of Mackenzie Financial Capital Corporation
(Hedged Class & Unhedged Class)
Mackenzie Maxxum Global Explorer Class of Mackenzie Financial Capital Corporation
Mackenzie Universal Emerging Markets Class of Mackenzie Financial Capital Corporation
(also offering Series M Shares)
Mackenzie Universal European Opportunities Fund
Mackenzie Universal European Opportunities Class of Mackenzie Financial Capital Corporation
Mackenzie Universal Global Growth Fund (formerly, Mackenzie Universal Global Future Fund)
Mackenzie Universal Global Growth Class of Mackenzie Financial Capital Corporation
(formerly, Mackenzie Universal Global Future Class) (also offering Series M Shares)
Mackenzie Universal International Stock Fund
Mackenzie Universal International Stock Class of Mackenzie Financial Capital Corporation
Mackenzie Universal Sustainable Opportunities Class of Mackenzie Financial Capital Corporation
Mackenzie Universal Canadian Resource Fund (also offering Series G Units)
Mackenzie Universal Emerging Technologies Class of Mackenzie Financial Capital Corporation
Mackenzie Universal Global Infrastructure Fund (also offering Series P , T6 and T8 Units)
Mackenzie Universal Global Property Income Fund (also offering Series P , T6 and T8 Units)
Mackenzie Universal Health Sciences Class of Mackenzie Financial Capital Corporation
Mackenzie Universal Precious Metals Fund
Mackenzie Universal World Precious Metals Class of Mackenzie Financial Capital Corporation
Mackenzie Universal World Real Estate Class of Mackenzie Financial Capital Corporation

Mackenzie Universal World Resource Class of Mackenzie Financial Capital Corporation
Mackenzie Universal World Science & Technology Class of Mackenzie Financial Capital Corporation
Mackenzie GPS Allocation Fund (Series A Units only)
Mackenzie Sentinel Bond Fund (also offering Series G and M Units)
Mackenzie Sentinel Canadian Managed Yield Class of Mackenzie Financial Capital Corporation
Mackenzie Sentinel Cash Management Fund (Series A and O Units only)
Mackenzie Sentinel Corporate Bond Fund (also offering Series G Units)
Mackenzie Sentinel Global Bond Fund
Mackenzie Sentinel Income Trust Fund
Mackenzie Sentinel Managed Return Class of Mackenzie Financial Capital Corporation
Mackenzie Sentinel Money Market Fund (offering Series A, B, G and I Units only)
Mackenzie Sentinel Real Return Bond Fund (also offering Series G Units)
Mackenzie Sentinel Short -Term Income Fund (also offering Series G and M Units)
Mackenzie Sentinel U.S. Managed Yield Class of Mackenzie Financial Capital Corporation
Mackenzie Balanced Fund (also offering Series P , T6 and T8 Units)
Mackenzie Cundill Canadian Balanced Fund (offering Series C, F, G, I, O, P, T6 and T8 Units)
Mackenzie Cundill Global Balanced Fund (offering Series C, F, G, I, O, P, T6 and T8 Units)
Mackenzie Founders Income & Growth Fund (also offering Series P , T6 and T8 Units)
Mackenzie Ivy Global Balanced Fund (also offering Series G , P, T6 and T8 Units)
Mackenzie Ivy Growth and Income Fund (also offering Series G , P, T6 and T8 Units)
Mackenzie Maxxum Canadian Balanced Fund (also offering Series P , T6 and T8 Units)
Mackenzie Maxxum Monthly Income Fund (also offering Series G , P, T6 and T8 Units)
Mackenzie Sentinel Diversified Income Fund (also offering Series G Units)
Mackenzie Sentinel Income Fund (also offering Series B , C and G Units)
Mackenzie Universal Canadian Balanced Fund (also offering Series G , P, T6 and T8 Units)
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated November 14, 2007
Mutual Reliance Review System Receipt dated November 21, 2007

Offering Price and Description:

Mutual fund securities at net asset value

Underwriter(s) or Distributor(s):

Quadrus Investment Services Ltd.

Promoter(s):

Mackenzie Financial Corporation

Project #1166245

Issuer Name:

Nordea International Equity Fund
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus dated November 23, 2007
Mutual Reliance Review System Receipt dated November 27, 2007

Offering Price and Description:

Class O Units
Class I Units
Class P Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1170999

Issuer Name:

Pro Minerals Inc.
Principal Regulator - British Columbia

Type and Date:

Final Prospectus dated November 21, 2007
Mutual Reliance Review System Receipt dated November 26, 2007

Offering Price and Description:

\$1,100,000.00 (Maximum): Minimum Offering: 3,000,000 Units; Maximum Offering: 4,400,000 Units Price: \$0.25 Per Unit

Underwriter(s) or Distributor(s):

Global Securities Corporation

Promoter(s):

Patrick O'Brien

Project #1095384

Issuer Name:

Platmin Limited
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated November 27, 2007
Mutual Reliance Review System Receipt dated November 27, 2007

Offering Price and Description:

C\$80,750,000.00 - 9,500,000 Common Shares Price: C\$8.50 per Common Share

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.
GMP Securities L.P.
Haywood Securities Inc.

Promoter(s):

-

Project #1179666

Issuer Name:

Rio Cristal Zinc Corporation
Principal Regulator - British Columbia

Type and Date:

Final Prospectus dated November 23, 2007
Mutual Reliance Review System Receipt dated November 23, 2007

Offering Price and Description:

\$7,200,000.00 - 12,000,000 Units Price: \$0.60 per Unit

Underwriter(s) or Distributor(s):

Haywood Securities Inc.

Promoter(s):

CHARLES W. USHELA
MARIA PILAR DEL SARMIENTO USHELA
Project #1165972

Issuer Name:

Primerica Aggressive Growth Fund
Primerica Canadian Money Market Fund
Primerica Conservative Growth Fund
Primerica Growth Fund
Primerica Income Fund
Primerica Moderate Growth Fund
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated November 20, 2007
Mutual Reliance Review System Receipt dated November 21, 2007

Offering Price and Description:

Mutual Fund Securities @ Net Asset Value

Underwriter(s) or Distributor(s):

PFSL Investments Canada Ltd.

Promoter(s):

-

Project #1169310

Issuer Name:

York Ridge Lifetech Inc.
Principal Regulator - Ontario

Type and Date:

Final Prospectus dated November 21, 2007
Mutual Reliance Review System Receipt dated November 22, 2007

Offering Price and Description:

\$200,000.00 - 1,000,000 Common Shares at a price of \$0.20 per Common Share

Underwriter(s) or Distributor(s):

Raymond James Ltd.

Promoter(s):

Mark Lawrence

Project #1170042

Issuer Name:

Yukon Zinc Corporation
Principal Regulator - British Columbia

Type and Date:

Final Short Form Prospectus dated November 22, 2007
Mutual Reliance Review System Receipt dated November 22, 2007

Offering Price and Description:

Up to \$130 million - Up to 100,000 Class A Subscription Receipts each representing the right to receive one Convertible Note and 700 Common Shares, Up to 187,500,000 Class B Subscription Receipts each representing the right to receive one Common Share and one half of one Warrant and Up to 187,500,000 E Units

Underwriter(s) or Distributor(s):

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

Promoter(s):

-

Project #1165749

Issuer Name:

Quebecor World Inc.
Principal Jurisdiction - Quebec

Type and Date:

Preliminary Short Form PREP Prospectus dated November 13th, 2007
Withdrawn on November 23rd, 2007

Offering Price and Description:

\$ * - * Subordinate Voting Shares Price: \$ * per Subordinate Voting Share

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.
TD Securities Inc.
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
BNP Paribas (Canada) Securities Inc.
J.P. Morgan Securities Canada Inc.

Promoter(s):

-

Project #1180900

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Name Change	From: Cundill Investment Research Ltd. To CIR Investment Research Ltd.	Extra-Provincial Limited Market Dealer and Investment Counsel & Portfolio Manager	February 14, 2007
Name Change	From: Gartmore Distribution Services, Inc. To: Nationwide Fund Distributors LLC	International Dealer	September 30, 2007
Name Change	From: Instinet I-X Limited To: Chi-X Canada ATS Limited	Investment Dealer	November 15, 2007
Voluntary Surrender of Registration	CIR Investment Research Ltd. (formerly Cundill Investment Research Ltd.)	Extra-Provincial Limited Market Dealer and Investment Counsel & Portfolio Manager	November 21, 2007
New Registration	U.S. Global Investors, Inc.	Non-Canadian Adviser (Investment Counsel and Portfolio Manager)	November 22, 2007
New Registration	Gestion D'actifs Lester Inc. / Lester Asset Management Inc.	Extra-Provincial Investment Counsel & Portfolio Manager	November 22, 2007
Change of Category	Opera Capital Management Inc.	From: Commodity Trading Manager To: Commodity Trading Manager Limited Market Dealer	November 22, 2007
New Registration	Edinburgh Partners Limited	International Adviser (Investment Counsel and Portfolio Manager)	November 28, 2007

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Chapter 25

Other Information

25.1 Consents

25.1.1 NPN Investment Group Inc. - s. 4(b) of the Regulation

Headnote

Consent given to an offering corporation under the Business Corporations Act (Ontario) to continue under the Business Corporations Act (British Columbia).

Statutes Cited

Business Corporations Act, R.S.O. 1990, c. B.16, as am., s. 181.
Securities Act, R.S.O. 1990, c. S.5, as am.

Regulations Cited

Regulation made under the Business Corporations Act, O. Reg. 289/00, as am., s. 4(b).

**IN THE MATTER OF
ONTARIO REGULATION 289/00, AS AMENDED
(the Regulation) MADE UNDER THE
BUSINESS CORPORATIONS ACT (ONTARIO),
R.S.O. 1990 c. B.16, AS AMENDED (the OBCA)**

AND

**IN THE MATTER OF
NPN INVESTMENT GROUP INC.**

**CONSENT
(Subsection 4(b) of the Regulation)**

UPON the application of NPN Investment Group Inc. (**NPN Investment**) to the Ontario Securities Commission (the **Commission**) requesting a consent from the Commission for NPN Investment to continue into another jurisdiction as required by subsection 4(b) of the Regulation;

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

AND UPON NPN Investment representing to the Commission that:

1. NPN Investment proposes to make an application to the Director under the OBCA pursuant to section 181 of the OBCA (the **Application for Continuance**) for authorization to continue (the Continuance) as a corporation under the *Business Corporations Act* (British Columbia), S.B.C. 2002, c. 57 (the **BCBCA**).

2. The authorized share capital of NPN Investment consists of an unlimited number of common shares (**Common Shares**) of which 13,725,000 Common Shares are issued and outstanding. The Common Shares are represented by income participating securities which are listed for trading on the TSX Venture Exchange under the symbol "NPN".

3. Pursuant to subsection 4(b) of the Regulation, where a corporation is an offering corporation, the Application for Continuance must be accompanied by a consent from the Commission.

4. NPN Investment was formed pursuant to an incorporation on April 26, 2004 under the OBCA. NPN Investment's current registered office is located at 30 Chamberlain Street, Suite 205, Ottawa, Ontario K1S 1V9.

5. NPN Investment is an offering corporation under the OBCA and is a reporting issuer under the Ontario Securities Act, R.S.O. 1990, c. S.5, as amended (the **Act**). NPN Investment is also a reporting issuer under the securities legislation of British Columbia and Alberta.

6. NPN Investment is not in default under any provision of the Act or the regulations or rules made under the Act or under the securities legislation of any other jurisdiction where it is a reporting issuer.

7. NPN Investment is not a party to any proceedings or, to the best of its knowledge, information and belief, any pending proceedings under the Act or under the securities legislation of any other jurisdiction where it is a reporting issuer.

8. NPN Investment intends to remain a reporting issuer in Ontario, British Columbia and Alberta following the proposed continuance under the BCBCA.

9. The Continuance has been approved by NPN Investment's shareholders at a general meeting of the shareholders held on August 27, 2007 (the **Meeting**). The resolution approving the Continuance was approved by 100% of the votes cast.

10. NPN Investment's management and head office are located in British Columbia and the continuance is being proposed to move the jurisdiction of incorporation to the jurisdiction in which the business is being operated.

11. Following the proposed continuance, the registered office of NPN Investment will be located at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, B.C., V6E 4N7.
12. Holders of Common Shares as of the date of the Meeting have the right to dissent from the proposed continuance under section 185 of the OBCA. The information circular dated July 20, 2007 describing the proposed continuance that was mailed to holders of Common Shares on August 8, 2007 disclosed full particulars of the dissent rights.
13. The material rights, duties and obligations of a corporation governed by the BCBCA are substantially similar to those of a corporation governed by the OBCA.

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

THE COMMISSION HEREBY CONSENTS to the continuance of NPN Investment as a corporation under the BCBCA.

DATED this 20th day of November, 2007.

"Paul K. Bates"
Commissioner
Ontario Securities Commission

"Suresh Thakrar"
Commissioner
Ontario Securities Commission

25.2 Approvals

25.2.1 Gentree Asset Management Inc. - s. 213(3)(b)

Headnote

Clause 213(3)(b) of the Loan and Trust Corporations Act – application by manager, with no prior track record acting as trustee, for approval to act as trustee of pooled funds and future pooled funds to be established and managed by the applicant and offered pursuant to a prospectus exemption.

Statutes Cited

Loan and Trust Corporations Act, R.S.O. 1990, c. L.25, as am., s. 213(3)(b).

November 23, 2007

Stikeman Elliott LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, ON M5L 1B9

Attention: Leslie Miller

Dear Sirs/Medames:

Re: Gentree Asset Management Inc. (the "Applicant")
Application pursuant to clause 213(3)(b) of the Loan and Trust Corporations Act (Ontario) for approval to act as trustee
Application No. 2007/0925

Further to your application dated November 1, 2007 (the "Application") filed on behalf of the Applicant, and based on the facts set out in the Application and the representation by the Applicant that the assets of Gentree Market Risk Reduction Strategy Fund and such other trusts as the Applicant may establish from time to time, will be held in the custody of a trust company incorporated and licensed or registered under the laws of Canada or a jurisdiction or a bank listed in Schedule I, II or III of the Bank Act (Canada) or an affiliate of such bank or trust company, the Ontario Securities Commission (the "Commission") makes the following order.

Pursuant to the authority conferred on the Commission in clause 213(3)(b) of the *Loan and Trust Corporations Act* (Ontario), the Commission approves the proposal that the Applicant act as trustee of Gentree Market Risk Reduction Strategy Fund and such other trusts which may be established and managed by the Applicant from time to time, the securities of which will be offered pursuant to a prospectus exemption.

Yours truly,

"David L. Knight"

"Margot C. Howard"

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