

The Ontario Securities Commission

OSC Bulletin

July 4, 2008

Volume 31, Issue 27

(2008), 31 OSCB

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

The Ontario Securities Commission

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Chapter 1

Notices / News Releases

1.1	Notices		<u>SCHEDULED OSC HEARINGS</u>																																							
1.1.1	Current Proceedings Before The Ontario Securities Commission <p style="text-align: center;">JULY 4, 2008</p> <p style="text-align: center;">CURRENT PROCEEDINGS</p> <p style="text-align: center;">BEFORE</p> <p style="text-align: center;">ONTARIO SECURITIES COMMISSION</p> <p style="text-align: center;">-----</p> <p>Unless otherwise indicated in the date column, all hearings will take place at the following location:</p> <p style="margin-left: 40px;">The Harry S. Bray Hearing Room Ontario Securities Commission Cadillac Fairview Tower Suite 1700, Box 55 20 Queen Street West Toronto, Ontario M5H 3S8</p> <p>Telephone: 416-597-0681 Telecopier: 416-593-8348</p> <p>CDS TDX 76</p> <p>Late Mail depository on the 19th Floor until 6:00 p.m.</p> <p style="text-align: center;">-----</p> <p style="text-align: center;"><u>THE COMMISSIONERS</u></p> <table border="0" style="width: 100%; margin-top: 10px;"> <tr><td style="width: 35%;">W. David Wilson, Chair</td><td style="width: 5%; text-align: center;">—</td><td style="width: 30%;">WDW</td></tr> <tr><td>James E. A. Turner, Vice Chair</td><td style="text-align: center;">—</td><td>JEAT</td></tr> <tr><td>Lawrence E. Ritchie, Vice Chair</td><td style="text-align: center;">—</td><td>LER</td></tr> <tr><td>Paul K. Bates</td><td style="text-align: center;">—</td><td>PKB</td></tr> <tr><td>Mary G. Condon</td><td style="text-align: center;">—</td><td>MGC</td></tr> <tr><td>Margot C. Howard</td><td style="text-align: center;">—</td><td>MCH</td></tr> <tr><td>Kevin J. Kelly</td><td style="text-align: center;">—</td><td>KJK</td></tr> <tr><td>Paulette L. Kennedy</td><td style="text-align: center;">—</td><td>PLK</td></tr> <tr><td>David L. Knight, FCA</td><td style="text-align: center;">—</td><td>DLK</td></tr> <tr><td>Patrick J. LeSage</td><td style="text-align: center;">—</td><td>PJL</td></tr> <tr><td>Carol S. Perry</td><td style="text-align: center;">—</td><td>CSP</td></tr> <tr><td>Suresh Thakrar, FIBC</td><td style="text-align: center;">—</td><td>ST</td></tr> <tr><td>Wendell S. Wigle, Q.C.</td><td style="text-align: center;">—</td><td>WSW</td></tr> </table>	W. David Wilson, Chair	—	WDW	James E. A. Turner, Vice Chair	—	JEAT	Lawrence E. Ritchie, Vice Chair	—	LER	Paul K. Bates	—	PKB	Mary G. Condon	—	MGC	Margot C. Howard	—	MCH	Kevin J. Kelly	—	KJK	Paulette L. Kennedy	—	PLK	David L. Knight, FCA	—	DLK	Patrick J. LeSage	—	PJL	Carol S. Perry	—	CSP	Suresh Thakrar, FIBC	—	ST	Wendell S. Wigle, Q.C.	—	WSW		<p>July 8, 2008 Matthew Scott Sinclair</p> <p>3:00 p.m. s.127</p> <p> P. Foy in attendance for Staff</p> <p> Panel: JEAT</p> <p>July 9, 2008 Adrian Samuel Leemhuis, Future Growth Group Inc., Future Growth Fund Limited, Future Growth Global Fund limited, Future Growth Market Neutral Fund Limited, Future Growth World Fund and ASL Direct Inc.</p> <p>10:00 a.m. s. 127(5)</p> <p> K. Daniels & M. Britton in attendance for Staff</p> <p> Panel: WSW/ST</p> <p>July 10, 2008 Darren Delage</p> <p>10:00 a.m. s. 127</p> <p> M. Adams in attendance for Staff</p> <p> Panel: TBA</p> <p>July 14, 2008 Merax Resource Management Ltd. carrying on business as Crown Capital Partners, Richard Mellon and Alex Elin</p> <p>10:00 a.m. s. 127</p> <p> H. Craig in attendance for Staff</p> <p> Panel: JEAT/MC/ST</p> <p>July 14, 2008 Gold-Quest International, Health & Harmony, Iain Buchanan and Lisa Buchanan</p> <p>10:00 a.m. s.127</p> <p> H. Craig in attendance for Staff</p> <p> Panel: JEAT/ST</p>
W. David Wilson, Chair	—	WDW																																								
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Wendell S. Wigle, Q.C.	—	WSW																																								

July 18, 2008 10:00 a.m.	Goldpoint Resources Corporation, Lino Novielli, Brian Moloney, Evanna Tomeli, Robert Black, Richard Wylie and Jack Anderson s. 127(1) and 127(5) M. Boswell in attendance for Staff Panel: JEAT/ST	September 2, 2008 2:30 p.m.	LandBankers International MX, S.A. De C.V.; Sierra Madre Holdings MX, S.A. De C.V.; L&B LandBanking Trust S.A. De C.V.; Brian J. Wolf Zacarias; Roger Fernando Ayuso Loyo, Alan Hemingway, Kelly Friesen, Sonja A. McAdam, Ed Moore, Kim Moore, Jason Rogers and Dave Urrutia s. 127 M. Britton in attendance for Staff Panel: LER/ST
July 22, 2008 2:30 p.m.	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 s. 127 C. Price in attendance for Staff Panel: JEAT	September 2, 2008 3:30 p.m.	FactorCorp Inc., FactorCorp Financial Inc. and Mark Twerdun s. 127 M. Mackewn in attendance for Staff Panel: TBA
July 23, 2008 10:00 a.m.	Robert Kasner s. 127 H. Craig in attendance for Staff Panel: TBA	September 3, 2008 10:00 a.m.	Shane Suman and Monie Rahman s. 127 & 127(1) C. Price in attendance for Staff Panel: TBA
August 5, 2008 2:30 p.m.	Rodney International, Choeun Chhean (also known as Paulette C. Chhean) and Michael A. Gittens (also known as Alexander M. Gittens) s. 127 M. Britton in attendance for Staff Panel: TBA	September 9, 2008 1:00 p.m.	Irwin Boock, Svetlana Kouznetsova, Victoria Gerber, Compushare Transfer Corporation, Federated Purchaser, Inc., TCC Industries, Inc., First National Entertainment Corporation, WGI Holdings, Inc. and Enerbrite Technologies Group s. 127(1) & (5) P. Foy in attendance for Staff Panel: LER/JEAT
August 8, 2008 10:00 a.m.	First Global Ventures, S.A., Allen Grossman and Alan Marsh Shuman s. 127 D. Ferris in attendance for Staff Panel: WSW/ST/MCH	September 9, 2008 1:00 p.m.	Stanton De Freitas s. 127 and 127.1 P. Foy in attendance for Staff Panel: JEAT/ST

September 9, 2008 1:00 p.m.	David Watson, Nathan Rogers, Amy Giles, John Sparrow, Leasesmart, Inc., Advanced Growing Systems, Inc., The Bithub.com, Inc., Pharm Control Ltd., Universal Seismic Associates Inc., Pocketop Corporation, Asia Telecom Ltd., International Energy Ltd., Cambridge Resources Corporation, Nutrione Corporation and Select American Transfer Co. s. 127 and 127.1 P. Foy in attendance for Staff Panel: JEAT/ST	September 26, 2008 10:00 a.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
September 11, 2008 9:00 a.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 M. Britton in attendance for Staff Panel: JEAT/MCH	September 30, 2008 10:00 a.m.	Al-Tar Energy Corp., Alberta Energy Corp., Drago Gold Corp., David C. Campbell, Abel Da Silva, Eric F. O'Brien and Julian M. Sylvester s. 127 & 127.1 M. Boswell in attendance for Staff Panel: JEAT/DLK
September 19, 2008 10:00 a.m.	Xi Biofuels Inc., Biomaxx Systems Inc., Ronald David Crowe and Vernon P. Smith and Xiiva Holdings Inc. carrying on Business as Xiiva Holdings Inc., Xi Energy Company, Xi Energy and Xi Biofuels s. 127 M. Vaillancourt in attendance for Staff Panel: PJL/WSW/DLK	October 6, 2008 10:00 a.m.	Norshield Asset Management (Canada) Ltd., Olympus United Group Inc., John Xanthoudakis, Dale Smith and Peter Kefalas s.127 P. Foy in attendance for Staff Panel: TBA
September 22, 2008 10:00 a.m.	John Illidge, Patricia McLean, David Cathcart, Stafford Kelley and Devendranauth Misir S. 127 and 127.1 I. Smith in attendance for Staff Panel: TBA	October 8, 2008 10:00 a.m.	MRS Sciences Inc. (formerly Morningside Capital Corp.), Americo DeRosa, Ronald Sherman, Edward Emmons and Ivan Cavric s. 127 & 127(1) D. Ferris in attendance for Staff Panel: TBA
		October 20, 2008 10:00 a.m.	Swift Trade Inc. and Peter Beck s. 127 E. Cole in attendance for Staff Panel: TBA
		November 3, 2008 10:00 a.m.	Rene Pardo, Gary Usling, Lewis Taylor Sr., Lewis Taylor Jr., Jared Taylor, Colin Taylor and 1248136 Ontario Limited s. 127 E. Cole in attendance for Staff Panel: TBA

November 11, 2008 2:30 p.m.	LandBankers International MX, S.A. De C.V.; Sierra Madre Holdings MX, S.A. De C.V.; L&B LandBanking Trust S.A. De C.V.; Brian J. Wolf Zacarias; Roger Fernando Ayuso Loyo, Alan Hemingway, Kelly Friesen, Sonja A. McAdam, Ed Moore, Kim Moore, Jason Rogers and Dave Urrutia	February 2, 2009 10:00 a.m.	Biovail Corporation, Eugene N. Melnyk, Brian H. Crombie, John R. Miszuk and Kenneth G. Howling
	s. 127 M. Britton in attendance for Staff Panel: LER/ST		s. 127(1) and 127.1 J. Superina/A. Clark in attendance for Staff Panel: TBA
November 25, 2008 2:30 p.m.	Shallow Oil & Gas Inc., Eric O'Brien, Abel Da Silva, Gurdip Singh Gahunia aka Michael Gahunia and Abraham Herbert Grossman aka Allen Grossman	March 23, 2009 10:00 a.m.	Imagin Diagnostic Centres Inc., Patrick J. Rooney, Cynthia Jordan, Allan McCaffrey, Michael Shumacher, Christopher Smith, Melvyn Harris and Michael Zelyony
	s. 127(7) and 127(8) M. Boswell in attendance for Staff Panel: TBA		s. 127 and 127.1 H. Craig in attendance for Staff Panel: TBA
December 1, 2008 TBA	Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton	April 6, 2009 10:00 a.m.	Gregory Galanis
	s. 127 H. Craig in attendance for Staff Panel: TBA		s. 127 P. Foy in attendance for Staff Panel: TBA
January 12, 2009 10:00 a.m.	Franklin Danny White, Naveed Ahmad Qureshi, WNBC The World Network Business Club Ltd., MMCL Mind Management Consulting, Capital Reserve Financial Group, and Capital Investments of America	May 4, 2009 10:00 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 C. Price in attendance for Staff Panel: TBA		s. 127 and 127.1 Y. Chisholm in attendance for Staff Panel: TBA
		TBA	Yama Abdullah Yaqeen
			s. 8(2) J. Superina in attendance for Staff Panel: TBA

TBA	Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell	<u>ADJOURNED SINE DIE</u>
	s. 127	Global Privacy Management Trust and Robert Cranston
	J. Waechter in attendance for Staff	Andrew Keith Lech
	Panel: TBA	S. B. McLaughlin
TBA	Frank Dunn, Douglas Beatty, Michael Gollogly	Livent Inc., Garth H. Drabinsky, Myron I. Gottlieb, Gordon Eckstein, Robert Topol
	s.127	Portus Alternative Asset Management Inc., Portus Asset Management Inc., Boaz Manor, Michael Mendelson, Michael Labanowich and John Ogg
	K. Daniels in attendance for Staff	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
	Panel: TBA	Euston Capital Corporation and George Schwartz
TBA	Limelight Entertainment Inc., Carlos A. Da Silva, David C. Campbell, Jacob Moore and Joseph Daniels	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 Hennessy
	s. 127 and 127.1	
	D. Ferris in attendance for Staff	
	Panel: JEAT/ST	
TBA	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.	Global Partners Capital, WS Net Solution, Inc., Hau Wai Cheung, Christine Pan, Gurdip Singh Gahunia
	s. 127 and 127.1	Land Banc of Canada Inc., LBC Midland I Corporation, Fresno Securities Inc., Richard Jason Dolan, Marco Lorenti and Stephen Zeff Freedman
	Y. Chisholm in attendance for Staff	
	Panel: JEAT/DLK/CSP	
TBA	Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown-Rodrigues)	
	s.127 and 127.1	
	D. Ferris in attendance for Staff	
	Panel: TBA	

1.1.2 OSC Staff Notice 11-739 (Revised)

OSC STAFF NOTICE 11-739 (REVISED)

POLICY REFORMULATION TABLE OF CONCORDANCE AND LIST OF NEW INSTRUMENTS

The following revisions have been made to the Table of Concordance and List of New Instruments. A full version of the Table of Concordance and List of New Instruments as of June 30, 2008 has been posted to the OSC Website at www.osc.gov.on.ca under Policy and Regulation/Status Summaries.

Table of Concordance

Item Key
The third digit of each instrument represents the following: 1-National/Multilateral Instrument; 2-National/Multilateral Policy; 3-CSA Notice; 4-CSA Concept Release; 5-Local Rule; 6-Local Policy; 7-Local Notice; 8-Implementing Instrument; 9-Miscellaneous

Reformulation

Instrument	Title	Status
	None	

New Instruments

24-307	Exemption from Transitional Rule: Extension of Transitional Phase-In Period in NI 24-101	Published April 4, 2008
11-762	Request for Comments Regarding Statement of Priorities for Fiscal Year Ending March 31, 2009	Published April 4, 2008
11-739	Policy Reformulation Table of Concordance and List of New Instruments (Revised)	Published April 11, 2008
52-109	Certification of Disclosure in Issuers' Annual and Interim Filings (Repeal and Replacement)	Published for comment April 18, 2008
51-102	Continuous Disclosure Obligations (Amendments)	Published for comment April 18, 2008
52-320	Disclosure of Expected Changes in Accounting Policies Relating to Changeover to International Financial Reporting Standards	Published May 9, 2008
51-714	OSC Continuous Disclosure Advisory Committee (Revised)	Published May 20, 2008
81-709	Report on Staff's Continuous Disclosure Review of Investment Funds (2008)	Published May 30, 2008
33-730	Capital calculations for investment counsel/portfolio managers	Published June 13, 2008
55-102	System for Electronic Disclosure by Insiders (SEDI)	In Force June 13, 2008
41-101	General Prospectus Requirements (Amendments)	Published June 20, 2008
81-106	Investment Fund Continuous Disclosure (Amendments)	Published June 20, 2008
21-101	Marketplace Operation (Amendments)	Published June 20, 2008
23-101	Trading Rules (Amendments)	Published June 20, 2008
81-102	Mutual Funds	Published June 20, 2008
51-102	Continuous Disclosure Obligations (Amendments)	Published June 27, 2008
52-108	Auditor Oversight (Amendments)	Published June 27, 2008
52-110	Audit Committees (Amendments)	Published June 27, 2008
81-106	Investment Fund Continuous Disclosure (Amendments)	Published June 27, 2008
52-321	Early Adoption of International Financial Reporting Standards, Use of US GAAP and Reference to IFRS-IASB	Published June 27, 2008
11-753	Notice of Statement of Priorities for Financial Year to end March 31, 2009	Published June 27, 2008
24-502	Exemption from Transitional Rule: Extension of Transitional Phase-in Period of NI 24-101	In Force June 30, 2008

For further information, contact:

Darlene Watson
 Project Coordinator
 Ontario Securities Commission
 416-593-8148

July 4, 2008

1.2 Notices of Hearing

proceed in the absence of Kasner and Kasner is not entitled to any further notice of the proceeding.

1.2.1 Robert Kasner - ss. 127, 127.1

DATED at Toronto this 26th day of June, 2008

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

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

AND

**IN THE MATTER OF
ROBERT KASNER**

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

TAKE NOTICE that the Commission will hold a hearing pursuant to section 127 and section 127.1 of the Securities Act (Ontario) (the "Act") at its offices on the 17th Floor, 20 Queen Street West, Toronto, Ontario on July 23, 2008 at 10:00 a.m. or as soon thereafter as the hearing can be held, to consider whether it is in the public interest to make the following orders against Robert Kasner ("Kasner"):

(a) pursuant to paragraph 2 of subsection 127(1) of the Act, Kasner cease trading for a time period as directed by the Commission;

(b) pursuant to paragraph 2.1 of subsection 127(1) of the Act, Kasner be prohibited from acquiring any securities in GLR Resources Inc. for a time period as directed by the Commission;

(c) pursuant to paragraph 7 of subsection 127(1) of the Act, Kasner resign any position he may hold as an officer or director of any issuer;

(d) pursuant to paragraph 8 of subsection 127(1) of the Act, Kasner be prohibited from becoming or acting as a director or officer of any issuer for a time period as directed by the Commission;

(e) pursuant to clause 9 of subsection 127(1) of the Act, Kasner pay an administrative penalty for his failure to comply with Ontario securities law;

(f) pursuant to section 127.1 of the Act, Kasner pay the costs of Staff's investigation and the costs of, or related to, this proceeding, incurred by or on behalf of the Commission; and

(g) to make such other order as the Commission may deem appropriate.

BY REASON OF the allegations set out in the Statement of Allegations and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that Kasner may be represented by counsel at the hearing;

AND TAKE FURTHER NOTICE that upon failure of Kasner to attend at the time and place aforesaid, the hearing may

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

AND

**IN THE MATTER OF
ROBERT KASNER**

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

1. Staff of the Ontario Securities Commission make the following allegations:

THE RESPONDENT

2. Robert Kasner ("Kasner") was, at all material times, the President and Chief Executive Officer of GLR Resources ("GLR"). GLR is a gold mining and exploration company based in Kirkland Lake, Ontario. It is publicly traded on the Toronto Stock Exchange.

THE RESTRICTED PRIVATE PLACEMENT OF GLR SECURITIES

3. On January 29, 2008, GLR announced that it had agreed to raise \$4.0 million in securities on a "best efforts" basis through M Partners Inc., Blackmont Capital Inc., and Evergreen Capital Partners Inc. (the "Offering"). The Offering consisted of up to \$2.0 million units at \$0.40 per unit and up to \$2.0 million of flow-through shares at \$0.50 per share. Each unit consisted of a share and half a warrant. A whole warrant would be exchangeable into a share at \$0.60 for two years.

4. The price of the Offering was determined on or about January 29, 2008. The Offering closed on or about February 27, 2008.

5. Pursuant to OSC Rule 48-501, persons who fall within a defined category of persons called "issuer-restricted persons" shall not trade in securities of an issuer making a restricted private placement during a time frame defined as the "issuer-restricted period".

6. The issuer-restricted period in the Offering ran from January 27, 2008 until February 27, 2008. Kasner was an issuer-restricted person during this period.

KASNER'S TRADING DURING THE ISSUER-RESTRICTED PERIOD

7. On February 7, 2008, Kasner entered an order with his broker to purchase 20,000 shares of GLR at \$0.40 for an account under his control. Shortly after it was placed with his broker, Kasner's order was cancelled by Market Regulation Services who identified him as an issuer-restricted person in relation to the purchase of these shares.

**CONDUCT CONTRARY TO THE PUBLIC INTEREST
AND OSC RULE 48-501**

8. It was contrary to the public interest and contrary to OSC Rule 48-501 for Kasner to place an order for shares in GLR on February 7, 2008.

9. Such further allegations as Staff may advise and the Commission may permit.

DATED at Toronto this 25th day of June, 2008.

1.2.2 Peter George Lee

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

AND

**IN THE MATTER OF
PETER GEORGE LEE**

NOTICE OF HEARING

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to sections 127 and 127.1 of the Securities Act, at its offices at 20 Queen Street West, 17th Floor Hearing Room on Thursday, the 3rd of July, 2008 at 11:30 a.m. or as soon thereafter as the hearing can be held.

AND TAKE NOTICE that the purpose of the Hearing is for the Commission to consider whether it is in the public interest to approve a settlement agreement between Staff of the Commission ("Staff") and the respondent;

BY REASON OF the allegations set out in the Statement of Allegations dated July 2, 2008 and such additional allegations 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 any further notice of the proceeding.

DATED at Toronto this 2nd day of July, 2008.

"John Stevenson"
Secretary to the Commission

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

AND

**IN THE MATTER OF
PETER GEORGE LEE**

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

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

I. The Respondent

1. Peter George Lee ("Lee"), a Chartered Accountant since 1985, was the Chief Financial Officer ("CFO") of HIP Interactive Corporation ("HIP") from September 2001 until May 2005. HIP was a reporting issuer from December 1999 until July 2005, when an interim receiver was appointed over its assets and affairs.

II. The Accounting Irregularity and Concealment by Lee

2. In July 2004, Lee became aware that an accounting software program error had resulted in an overstated inventory balance in HIP's General Ledger ("G/L") of approximately \$1.3 million. This entry became known to those aware of it as "Virtual Inventory".

3. Lee did not instruct anyone to correct the G/L balance as at June 30, 2004. Lee was aware that the financial statements prepared for the first quarter, ending June 30, 2004, reflected the \$1.3 million overstatement in inventory.

4. During July 2004, the program error resulted in an additional accumulation of \$700,000 of Virtual Inventory. The Virtual Inventory stated on HIP's G/L was now approximately \$2 million. At Lee's instructions, the additional \$700,000 of Virtual Inventory was written-off in July 2004.

5. At no time did Lee advise HIP's CEO and President, the Board of Directors, the Audit Committee or the auditors of the remaining \$1.3 million overstatement in inventory, despite receiving questions from the Board of Directors with respect to the increasing inventory balance. In the course of conducting the audit of HIP's financial statements, HIP's auditors had set materiality for the relevant time at \$125,000.

6. By September 30, 2004, the end of the second quarter, the G/L balance was still incorrect as a result of the continuing inventory overstatement of \$1.3 million. Lee was aware that the financial

statements for the quarter-ended September 30, 2004 reflected the inventory overstatement.

7. Acting on Lee's instructions, a HIP IT specialist wrote off the accumulated \$1.3 million in Virtual Inventory in each of the months from October to December 2004.
8. By writing off the inventory in October, November and December Lee hoped to conceal the inventory overstatement over three quarters.

i. The False Certificate of Interim Filings During Transition Period - Q1

9. Although Lee knew that inventory was overstated by \$1.3 million at the end of Q1 (June 30, 2004), he approved the first quarter financial statements and signed the Certificate of Interim Filings, dated August 2004 and filed with the Commission, wherein he certified that ". . . the interim filings do not contain any untrue statement of a material fact . . ." and that ". . . the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer . . .".
10. Lee knew that these statements were untrue as a result of the \$1.3 million inventory error. Lee, therefore, made a statement in the Certificates of Interim Filing which he knew to be false and allowed the false interim financial statements to be filed with the Commission.

ii. The False Certificate of Interim Filings During Transition Period - Q2

11. Lee approved the second quarter financial statements (September 30, 2004) and signed the Certificate of Interim Filings, dated November 15, 2004 and filed with the Commission, wherein he again certified that ". . . the interim filings do not contain any untrue statement of a material fact. . ." and that ". . . the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer. . .".
12. Lee knew that these statements were untrue as a result of the \$1.3 million inventory error. Lee, therefore, made a statement in the Certificates of Interim Filing which he knew to be false and allowed the false interim financial statements to be filed with the Commission.

iii. The Management Representation Letter to HIP's Auditors

13. For the quarter ended September 30, 2004 Lee signed the Management Representation letter to HIP's auditors. In this letter, Lee represented that

the interim financial statements were fairly stated knowing that they were not because of the inventory overstatement.

14. Lee also made a series of further representations which, given the issue with respect to the \$1.3 million inventory error, were untrue, including the representation that "...there are no significant and unusual transactions that have occurred..." and "...there are no significant deficiencies, including material weaknesses, in the design or operation of internal controls which could adversely affect the company's ability to record, process, summarize and report financial data."

III. Lee's Breach of Section 122(1)(b) and Conduct Contrary to the Public Interest

15. By engaging in the conduct described above, Lee has breached Ontario securities law by contravening s. 122(1)(b) of the Securities Act, R.S.O. 1990, c. S.5, as amended, and has acted contrary to the public interest.
16. Staff reserve the right to make such other allegations as Staff may advise and the Commission may permit.

Dated this 2nd day of July 2008.

1.3 News Releases

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

1.3.1 **OSC Gives Fund Managers One More Year to Find Investors Affected by Frequent Trading Market Timing Activities**

**FOR IMMEDIATE RELEASE
July 2, 2008**

**OSC GIVES FUND MANAGERS
ONE MORE YEAR TO FIND INVESTORS
AFFECTED BY FREQUENT TRADING MARKET
TIMING ACTIVITIES**

TORONTO – The Ontario Securities Commission (OSC) reported today that \$190.7 million, or 93%, of the \$205.6 million in settlement monies has been distributed by fund managers to mutual fund unit holders who were affected by frequent trading market timing activities that occurred during the period of January, 1999 to September, 2003.

In December, 2004 and March, 2005, the OSC approved settlement agreements with AGF Funds Inc., AIC Limited, CI Investments Inc., I.G. Investment Management, Ltd., and Franklin Templeton Investment Corp. At the time, the fund managers agreed to distribute \$205.6 million to investors affected by these activities.

The OSC has determined that it is in the public interest to issue orders, as requested by the fund managers, to allow them an additional 12 months so that further reasonable efforts can be made to distribute the unclaimed \$14.9 million to investors affected by the frequent trading market timing activities. Any amounts that remain unclaimed after June 1, 2009 will be distributed to the mutual funds to the benefit of all investors in those funds, as set out in the original plans of distribution.

Any person who believes they may have invested in one of the relevant funds and has an inquiry related to the matter should contact the Inquiries and Contact Centre at the OSC by phone at 1-877-785-1555, or e-mail at inquiries@osc.gov.on.ca.

Copies of the current orders, as well as the plans of distribution for AGF Funds Inc., AIC Limited, CI Investments Inc., I.G. Investment Management, Ltd., and Franklin Templeton Investment Corp. are available on the OSC's web site (www.osc.gov.on.ca).

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

Laurie Gillett
Manager, Public Affairs
416-595-8913

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

1.4 Notices from the Office of the Secretary

1.4.2 Robert Kasner

1.4.1 Betty Leung

FOR IMMEDIATE RELEASE
June 26, 2008

FOR IMMEDIATE RELEASE
June 25, 2008

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

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

AND

AND

IN THE MATTER OF
ROBERT KASNER

IN THE MATTER OF
BETTY LEUNG

TORONTO – Following a hearing held today, the Commission issued an Order approving the Settlement Agreement reached between Staff of the Commission and Betty Leung.

TORONTO – The Office of the Secretary issued a Notice of Hearing setting the matter down to be heard on July 23, 2008 at 10:0 a.m. or as soon thereafter as the hearing can be held in the above named matter.

A copy of the Order dated June 25, 2008 and Settlement Agreement dated June 23, 2008 are available at www.osc.gov.on.ca.

A copy of the Notice of Hearing dated June 26, 2008 and Statement of Allegations of Staff of the Ontario Securities Commission dated June 25, 2008 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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

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

Laurie Gillett
Manager, Public Affairs
416-595-8913

Laurie Gillett
Manager, Public Affairs
416-595-8913

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

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

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

1.4.3 First Global Ventures, S.A. et al.

FOR IMMEDIATE RELEASE
June 27, 2008

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

AND

IN THE MATTER OF
FIRST GLOBAL VENTURES, S.A., ABRAHAM
HERBERT GROSSMAN (a.k.a. ALLEN GROSSMAN)
AND ALAN MARSH SHUMAN (a.k.a. ALAN MARSH)

TORONTO – Following a hearing held on June 18, 2008, the Commission issued an Order yesterday adjourning the hearing on sanctions until August 8, 2008 at 10:00 a.m.

A copy of the Order dated June 26, 2008 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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& Public Affairs
416-593-8120

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Manager, Public Affairs
416-595-8913

Carolyn Shaw-Rimington
Assistant Manager,
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416-593-2361

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

1.4.4 Sulja Bros. Building Supplies, Ltd. (Nevada)
et al.

FOR IMMEDIATE RELEASE
June 27, 2008

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

AND

IN THE MATTER OF
SULJA BROS. BUILDING SUPPLIES, LTD.
(NEVADA), SULJA BROS. BUILDING SUPPLIES
LTD., KORE INTERNATIONAL MANAGEMENT INC.,
PETAR VUCICEVICH AND ANDREW DeVRIES,
STEVEN SULJA, PRANAB SHAH,
TRACEY BANUMAS, AND SAM SULJA

TORONTO – Following a hearing held June 23, 2008 in the above noted matter, the Commission issued an Order on June 25, 2008 that the Temporary Order is extended to September 12, 2008, and the hearing is adjourned to September 11, 2008 at 9:00 a.m.

A copy of the Order dated June 25, 2008 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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& Public Affairs
416-593-8120

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416-595-8913

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

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

1.4.5 Swift Trade Inc. and Peter Beck

FOR IMMEDIATE RELEASE
June 30, 2008

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

AND

IN THE MATTER OF
SWIFT TRADE INC. AND PETER BECK

TORONTO – The Commission issued an Order scheduling the hearing on the merits to commence October 20, 2008 to October 24, 2008 inclusive.

A copy of the Order dated June 27, 2008 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
416-595-8913

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

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

1.4.6 Peter George Lee

FOR IMMEDIATE RELEASE
July 2, 2008

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

AND

IN THE MATTER OF
PETER GEORGE LEE

TORONTO – The Office of the Secretary issued a Notice of Hearing today for a hearing to consider whether it is in the public interest to approve a settlement agreement entered into by Staff of the Commission and Peter George Lee. The hearing will be held on July 3, 2008 at 11:30 a.m. in the Large Hearing Room on the 17th floor of the Commission's offices located at 20 Queen Street West, Toronto.

A copy of the Notice of Hearing dated July 2, 2008 and the Statement of Allegations of Staff of the Ontario Securities Commission dated July 2, 2008 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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

Laurie Gillett
Manager, Public Affairs
416-595-8913

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

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

1.4.7 AGF Funds Inc. et al.

FOR IMMEDIATE RELEASE
July 2, 2008

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

AND

**IN THE MATTER OF
AGF FUNDS INC.,
I.G. INVESTMENT MANAGEMENT, LTD.,
CI INVESTMENTS INC.,
FRANKLIN TEMPLETON INVESTMENTS CORP.,
AIC LIMITED**

TORONTO – The Commission issued an Order amending its original order of December 16, 2004 between the Ontario Securities Commission and AGF Funds Inc., I.G. Investment Management, Ltd., CI Investments Inc., Franklin Templeton Investments Corp. and AIC Limited respectively.

A copy of the Amendment to Settlement Approval Orders dated June 30, 2008 for AGF Funds Inc., I.G. Investment Management, Ltd., CI Investments Inc., Franklin Templeton Investments Corp. and AIC Limited respectively are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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

Laurie Gillett
Manager, Public Affairs
416-595-8913

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)

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 T.E. Investment Counsel Inc. et al.

Headnote

NP 11-203 – Top funds proposing to invest a portion of their net assets in underlying commodity pools – Investment not complying with requirements of paragraph 2.5(2)(a) of NI 81-102 – Top funds unable to rely on statutory exemption in subsection 2.5(7) of NI 81-102 providing relief from mutual fund conflict of interest investment restrictions and mutual fund conflict of interest reporting requirements – Top funds may, either alone or together with other related mutual funds, become substantial security holders of the underlying commodity pools – Substantial security holder of manager of top fund may make a seed capital investment in underlying commodity pool which would represent a significant interest in those commodity pools – Manager of top funds or affiliate may have common officers and directors with underlying funds - Top funds exempted from mutual fund conflict of interest investment restrictions and manager of top funds exempted from mutual fund conflict of interest reporting requirements, subject to compliance with certain conditions – Securities Act (Ontario).

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 111(2)(b), 111(2)(c)(ii), 111(3), 113, 117(1)(a), 117(1)(d), 118(2)(a), 121(2)(a)(ii).

Rules Cited

National Instrument 81-102 Mutual Funds, ss. 2.5, 2.5(7).

June 24, 2008

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Ontario Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
T.E. INVESTMENT COUNSEL INC.
(TEIC)

AND

IN THE MATTER OF
JOVFUNDS MANAGEMENT INC.
(JOV)

AND

IN THE MATTER OF
THE FUNDS REFERENCE IN SCHEDULE A
(THE EXISTING FUNDS)

DECISION

Background

The principal regulator in the Ontario Jurisdiction has received an application from TEIC and Jov (each an **Applicant**) on each Applicant's behalf and on behalf of the Existing Funds established and/or managed by that Applicant, as set out in Schedule B, and such other mutual funds as that Applicant or an affiliate of that Applicant may establish and/or manage in the future (together with the Existing Funds, the **Funds** and individually, a **Fund**) for a decision under the securities legislation of the Ontario Jurisdiction of the principal regulator (the **Legislation**) exempting:

1. the Funds from:
 - (a) the investment restriction in paragraph 111(2)(b) of the *Securities Act* (Ontario) (the **Act**) which prohibits a mutual fund from knowingly making 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;
 - (b) the investment restriction in clause 111(2)(c)(ii) of the Act which prohibits a mutual fund from knowingly making an investment in an issuer in which any person or company who is a substantial security holder of the mutual fund, its management company or its distribution company, has a significant interest;
 - (c) the investment restriction in subsection 111(3) of the Act which prohibits a mutual fund, its management company or its distribution company from knowingly holding an investment described in paragraphs (a) or (b) above; and

- (d) the investment restriction in clause 118(2)(a) of the Act which prohibits a portfolio manager from knowingly causing any investment portfolio managed by it from investing in any issuer in which a responsible person or an associate of a responsible person is an officer or a director unless the specific fact is disclosed to the client and the written consent to the investment is obtained before the purchase (this paragraph (d) together with paragraphs (a), (b) and (c) above are together referred to in this decision as the **Mutual Fund Conflict of Interest Investment Restrictions**); and
2. each Applicant, and/or an affiliate of that Applicant, from the management company reporting requirement in paragraphs 117(1)(a) and 117(1)(d) of the Act which require that a management company 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, the mutual fund is a joint participant with one or more of its related persons or companies (the **Mutual Fund Conflict of Interest Reporting Requirements**, and together with the exemption sought from the Mutual Fund Conflict of Interest Investment Restrictions, the **Exemption Sought**)

in connection with investments by the Funds in securities of the Horizons BetaPro ETFs (**HBP ETFs**) and Horizons BetaPro Funds (the **HBP Funds**, and together with the HBP ETFs and such other similar funds established and/or managed by BetaPro Management Inc. (**BetaPro**) in the future, each a **HBP Pool**). The existing HBP Pools are listed in Schedule B of this decision.

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions:

- (i) the Ontario Securities Commission (the **OSC**) is the principal regulator for this application; and
- (ii) the Applicants have provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 Passport System (**MI 11-102**) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Québec, Nova Scotia and New Brunswick (together with Ontario, the **Jurisdictions**, and individually a **Jurisdiction**).

Interpretation

Terms defined in the Act, in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

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

Previous Decision

1. The Exemption Sought supersedes and replaces the relief previously granted to Jov on May 16, 2008 by the OSC and certain of the other Canadian securities regulatory authorities, which is substantially the same as the Exemption Sought, except that, unlike the Exemption Sought, such relief did not apply in Québec.

Other Decision

2. The Applicants and the Funds have simultaneously applied for relief from the Jurisdictions from the requirements of paragraph 2.5(2)(a) of National Instrument 81-102 *Mutual Funds (NI 81-102)* to enable each Fund to invest up to 10% of its net assets, in aggregate at the time of purchase, in securities of the HBP Pools, subject to certain conditions (the **Other Decision**).

Funds

3. Either Applicant, or an affiliate of either Applicant, acts, or will act, as the trustee and/or manager of each Fund. A registered portfolio manager (the **Portfolio Manager**) acts, or will act, as portfolio manager for each Fund.
4. Each Fund is, and will be, a mutual fund organized under the laws of Canada or a Jurisdiction and is, and will be, a reporting issuer under the laws of one or more of the Jurisdictions.
5. Securities of each Fund are, and will be, distributed pursuant to a prospectus that has been filed with and received by the securities regulatory authorities in the applicable Jurisdictions.
6. Each Fund may purchase securities of other investment funds, including the HBP Pools, to gain exposure to markets or investments which may otherwise not be easily and economically available to that Fund, or where insufficient diversification would result from any other stock-specific investment strategy.

BetaPro

7. BetaPro, a corporation incorporated under the laws of Canada, acts, or will act as, the trustee and manager of each HBP Pool. Jovian Capital Corporation (**Jovian**) currently owns 45% of the issued and outstanding shares of BetaPro and this is expected to increase to 60% in the near future.

HBP Pools

8. Each HBP Pool set out in Schedule B, including any similar funds established and/or managed by BetaPro in the future, is, or will be, a mutual fund organized under the laws of Ontario and is, or will be, a reporting issuer under the laws of some or all of the Jurisdictions.
9. Securities of each HBP ETF are, or will be, listed on the Toronto Stock Exchange. Securities of each HBP Fund are not, or will not be, exchange traded.
10. Each HBP Pool is, or will be, a commodity pool, as such term is defined in subsection 1.1(1) of National Instrument 81-104 *Commodity Pools*, in that each HBP Pool has adopted, or will adopt, fundamental investment objectives that permit that HBP Pool to use or invest in financial instruments in a manner that is not permitted under NI 81-102.
11. Each HBP Pool's investment objective will be to provide daily results, before fees, expenses, distributions, brokerage commissions and other transaction costs, that endeavour to correspond to a multiple or the inverse (opposite) multiple of the daily performance of a "permitted index" as defined in NI 81-102.
12. In order to achieve its investment objective, each HBP Pool will invest in equity securities and/or other financial instruments, including derivatives.
13. The HBP Pools are attractive investments for the Funds as they provide an efficient and cost effective means of achieving diversification and exposure that would not otherwise be possible.
14. An investment by a Fund in units of a HBP Pool will represent the business judgment of responsible persons uninfluenced by considerations other than the best interests of the Fund.

Fund of Fund Investment

15. An investment by a Fund in units of a HBP Pool will in each case be made in accordance with the provisions of section 2.5 of NI 81-102, except for the requirement in paragraph 2.5(2)(a) of NI 81-102 that the HBP Pool be subject to NI 81-102 and National Instrument 81-101 *Mutual Fund Prospectus Disclosure* as the Funds have applied for relief from this provision pursuant to the Other Decision.
16. If the proposed investment by a Fund were made in accordance with each of the provisions of section 2.5 of NI 81-102, the Exemption Sought 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, each Fund would be prohibited from knowingly making or holding an investment in a HBP Pool if the Fund, alone or together with one or more related mutual funds, would be a substantial security holder of the HBP Pool.
18. Furthermore, Jovian may at times have a seed capital investment in a HBP Pool which would represent a significant interest in that fund. As Jovian is a substantial security holder of each Applicant, the Mutual Fund Conflict of Interest Investment Restrictions may prohibit a Fund from investing in a HBP Pool at a time where Jovian would hold a significant interest in that fund.
19. In addition, an officer or director of either Applicant or BetaPro could, due to Jovian's ownership interest in both Applicants and BetaPro and interest in the HBP Pools, be an officer or director of a HBP Pool. The same could be true of an affiliate of either Applicant or BetaPro or Jovian that is a responsible person or an associate of a responsible person of the applicable Funds for similar reasons. The Mutual Fund Conflict of Interest Investment Restrictions could prohibit the Portfolio Manager from causing such Funds to invest in a HBP Pool where either Applicant or BetaPro or Jovian, or an affiliate of those entities, would have common officers and directors with the HBP Pool.
20. In the absence of an exemption from the Mutual Fund Conflict of Interest Reporting Requirements, each Applicant, and/or an affiliate of that Applicant, could be required to file a report of every transaction by a Fund involving securities of a HBP Pool, as well as a report of every transaction in which, by arrangement, a Fund and a HBP Pool would be acting as joint participants.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted in those Jurisdictions in which a Fund is a reporting issuer provided that an investment by the Fund in units of a HBP Pool is made in compliance with the requirements of section 2.5 of NI 81-102, as modified by the Other Decision.

“Kevin Kelly”
Commissioner
Ontario Securities Commission

Schedule A

List of Existing Funds

“Mary Condon”
Commissioner
Ontario Securities Commission

T.E. Investment Counsel Inc.

Jov Prosperity Canadian Fixed Income Fund
Jov Prosperity Canadian Equity Fund
Jov Prosperity U.S. Equity Fund
Jov Prosperity International Equity Fund

JovFunds Management Inc.

Jov Talisman Fund
Jov Diversified Monthly Income Fund
Jov Leon Frazer Balanced Fund
Jov North American Momentum Fund
Jov Leon Frazer Dividend Fund
Jov BetaPro Short-Term Income Fund
Jov Winslow Global Green Growth Fund

Horizons Advantaged Equity Fund Inc.

Jov Fiera Growth Tactical Portfolio
Jov Fiera Balanced Tactical Portfolio
Jov Fiera Conservative Tactical Portfolio

Schedule B

List of HBP Pools

HBP ETFs

Horizons BetaPro S&P/TSX 60® Bull Plus ETF
 Horizons BetaPro S&P/TSX 60® Bear Plus ETF
 Horizons BetaPro S&P/TSX® Global Mining Bull Plus ETF
 Horizons BetaPro S&P/TSX® Global Mining Bear Plus ETF
 Horizons BetaPro COMEX® Gold Bullion Bull Plus ETF
 Horizons BetaPro COMEX® Gold Bullion 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 500® Bull Plus ETF
 Horizons BetaPro S&P 500® Bear Plus ETF
 Horizons BetaPro NASDAQ-100® Bull Plus ETF
 Horizons BetaPro NASDAQ-100® Bear Plus ETF
 Horizons BetaPro MSCI Emerging Markets Bull Plus ETF
 Horizons BetaPro MSCI Emerging Markets Bear Plus ETF
 Horizons BetaPro US Dollar Bull Plus ETF
 Horizons BetaPro US Dollar Bear Plus ETF
 Horizons BetaPro US 30-year Bond Bull Plus ETF
 Horizons BetaPro US 30-year Bond Bear Plus ETF

HBP Funds

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 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

2.1.2 Galileo Funds Inc. et al.

Headnote

NP 11-203 – Top funds proposing to invest a portion of their net assets in underlying commodity pools – Investment not complying with requirements of paragraph 2.5(2)(a) of NI 81-102 – Top funds unable to rely on statutory exemption in subsection 2.5(7) of NI 81-102 providing relief from mutual fund conflict of interest investment restrictions and mutual fund conflict of interest reporting requirements – Top funds may, either alone or together with other related mutual funds, become substantial security holders of the underlying commodity pools – Top funds exempted from mutual fund conflict of interest investment restrictions and manager of top funds exempted from mutual fund conflict of interest reporting requirements, subject to compliance with certain conditions – Securities Act (Ontario).

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 111(2)(b), 111(3), 113, 117(1)(a), 117(1)(d), 121(2)(a)(ii).

Rules Cited

National Instrument 81-102 Mutual Funds, ss. 2.5, 2.5(7).

June 24, 2008

**IN THE MATTER OF
 THE SECURITIES LEGISLATION OF
 ONTARIO
 (the Ontario Jurisdiction)**

AND

**IN THE MATTER OF
 THE PROCESS FOR EXEMPTIVE RELIEF
 APPLICATIONS IN MULTIPLE JURISDICTIONS**

AND

**IN THE MATTER OF
 GALILEO FUNDS INC., BLUMONT CAPITAL
 CORPORATION, TDK FUND MANAGEMENT INC.
 AND WEBB ASSET MANAGEMENT CANADA, INC.
 (EACH A MANAGER)**

AND

**IN THE MATTER OF
 THE FUNDS REFERENCED IN SCHEDULE A
 (EACH AN EXISTING FUND)**

DECISION

Background

The principal regulator in the Ontario Jurisdiction has received an application from the Managers on its behalf

and on behalf of the Existing Funds and such other mutual funds as the Managers or an affiliate of the Managers may establish and/or manage in the future (together with the Existing Funds, the **Funds** and individually, a **Fund**) for a decision under the securities legislation of the Ontario Jurisdiction of the principal regulator (the **Legislation**) exempting:

1. the Funds from:
 - (a) the investment restriction in paragraph 111(2)(b) of the *Securities Act* (Ontario) (the **Act**) which prohibits a mutual fund from knowingly making 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; and
 - (b) the investment restriction in subsection 111(3) of the Act which prohibits a mutual fund, its management company or its distribution company from knowingly holding an investment described in paragraph (a) above (this paragraph (b) together with paragraph (a) above are together referred to in this decision as the **Mutual Fund Conflict of Interest Investment Restrictions**); and
2. each Manager, and/or an affiliate of each Manager, from the management company reporting requirement in paragraphs 117(1)(a) and 117(1)(d) of the Act which require that a management company 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, the mutual fund is a joint participant with one or more of its related persons or companies (the **Mutual Fund Conflict of Interest Reporting Requirements**, and together with the exemption sought from the Mutual Fund Conflict of Interest Investment Restrictions, the **Exemption Sought**)

in connection with investments by the Funds in securities of the Horizons BetaPro ETFs (**HBP ETFs**) and Horizons BetaPro Funds (the **HBP Funds**, and together with the HBP ETFs and such other similar funds established and/or managed by BetaPro Management Inc. (**BetaPro**) in the future, each a **HBP Pool**). The existing HBP Pools are listed in Schedule B of this decision.

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions:

- (i) the Ontario Securities Commission is the principal regulator for this application; and
- (ii) the Managers have provided notice that subsection 4.7(1) of Multilateral Instrument 11-102

Passport System (**MI 11-102**) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Québec, Nova Scotia and New Brunswick (together with Ontario, the **Jurisdictions**, and individually a **Jurisdiction**).

Interpretation

Terms defined in the Act, in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

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

Other Decision

1. The Managers and the Funds have simultaneously applied for relief from the Jurisdictions from the requirements of paragraph 2.5(2)(a) of National Instrument 81-102 *Mutual Funds* (**NI 81-102**) to enable each Fund to invest up to 10% of its net assets, in aggregate at the time of purchase, in securities of the HBP Pools, subject to certain conditions (the **Other Decision**).

Funds

2. The applicable Manager, or an affiliate of the applicable Manager, acts, or will act, as the trustee and/or manager of each Fund. A registered portfolio manager (the **Portfolio Manager**) acts, or will act, as portfolio manager for the each Fund.
3. Each Fund is, and will be, a mutual fund organized under the laws of Canada or a Jurisdiction and is, and will be, a reporting issuer under the laws of one or more of the Jurisdictions.
4. Securities of each Fund are, and will be, distributed pursuant to a prospectus that has been filed with and received by the securities regulatory authorities in the applicable Jurisdictions.
5. Each Fund may purchase securities of other investment funds, including the HBP Pools, to gain exposure to markets or investments which may otherwise not be easily and economically available to that Fund, or where insufficient diversification would result from any other stock-specific investment strategy.

BetaPro

6. BetaPro, a corporation incorporated under the laws of Canada, acts, or will act as, the trustee and manager of each HBP Pool.

HBP Pools

7. Each HBP Pool set out in Schedule B, including any similar funds established and/or managed by BetaPro in the future, is, or will be, a mutual fund organized under the laws of Ontario and is, or will be, a reporting issuer under the laws of some or all of the Jurisdictions.
8. Securities of each HBP ETF are, or will be, listed on the Toronto Stock Exchange. Securities of each HBP Fund are not, or will not be, exchange traded.
9. Each HBP Pool is, or will be, a commodity pool, as such term is defined in subsection 1.1(1) of National Instrument 81-104 *Commodity Pools*, in that each HBP Pool has adopted, or will adopt, fundamental investment objectives that permit that HBP Pool to use or invest in financial instruments in a manner that is not permitted under NI 81-102.
10. Each HBP Pool's investment objective will be to provide daily results, before fees, expenses, distributions, brokerage commissions and other transaction costs, that endeavour to correspond to a multiple or the inverse (opposite) multiple of the daily performance of a "permitted index" as defined in NI 81-102.
11. In order to achieve its investment objective, each HBP Pool will invest in equity securities and/or other financial instruments, including derivatives.
12. The HBP Pools are attractive investments for the Funds as they provide an efficient and cost effective means of achieving diversification and exposure that would not otherwise be possible.
13. An investment by a Fund in units of a HBP Pool will represent the business judgment of responsible persons uninfluenced by considerations other than the best interests of the Fund.

Fund of Fund Investment

14. An investment by a Fund in units of a HBP Pool will in each case be made in accordance with the provisions of section 2.5 of NI 81-102, except for the requirement in paragraph 2.5(2)(a) of NI 81-102 that the HBP Pool be subject to NI 81-102 and National Instrument 81-101 *Mutual Fund Prospectus Disclosure* as the Funds have applied for relief from this provision pursuant to the Other Decision.
15. If the proposed investment by a Fund were made in accordance with each of the provisions of section 2.5 of NI 81-102, the Exemption Sought 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.

16. In the absence of an exemption from the Mutual Fund Conflict of Interest Investment Restrictions, each Fund would be prohibited from knowingly making or holding an investment in a HBP Pool if the Fund, alone or together with one or more related mutual funds, would be a substantial security holder of the HBP Pool.
17. In the absence of an exemption from the Mutual Fund Conflict of Interest Reporting Requirements, each Manager, and/or an affiliate of that Manager, could be required to file a report of every transaction by a Fund involving securities of a HBP Pool, as well as a report of every transaction in which, by arrangement, a Fund and a HBP Pool would be acting as joint participants.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted in those Jurisdictions in which a Fund is a reporting issuer provided that an investment by the Fund in units of a HBP Pool is made in compliance with the requirements of section 2.5 of NI 81-102, as modified by the Other Decision.

"Kevin Kelly"
Commissioner
Ontario Securities Commission

"Mary Condon"
Commissioner
Ontario Securities Commission

Schedule A

List of Existing Funds

Galileo Funds

Galileo Fund
Galileo Small/Mid Cap Fund
Galileo Absolute Return Fund
Galileo Canadian Active/Passive Fund
Galileo Global Active/Passive Fund
Galileo High Income Plus Fund

BluMont Funds

BluMont Canadian Fund
BluMont North American Fund

TDK Fund

TDK Resource Fund Inc.

Webb Funds

Webb Enhanced Growth Fund
Webb Enhanced Income Fund

Schedule B

List of HBP Pools

HBP ETFs

Horizons BetaPro S&P/TSX 60® Bull Plus ETF
Horizons BetaPro S&P/TSX 60® Bear Plus ETF
Horizons BetaPro S&P/TSX® Global Mining Bull Plus ETF
Horizons BetaPro S&P/TSX® Global Mining Bear Plus ETF
Horizons BetaPro COMEX® Gold Bullion Bull Plus ETF
Horizons BetaPro COMEX® Gold Bullion 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 500® Bull Plus ETF
Horizons BetaPro S&P 500® Bear Plus ETF
Horizons BetaPro NASDAQ-100® Bull Plus ETF
Horizons BetaPro NASDAQ-100® Bear Plus ETF
Horizons BetaPro MSCI Emerging Markets Bull Plus ETF
Horizons BetaPro MSCI Emerging Markets Bear Plus ETF
Horizons BetaPro US Dollar Bull Plus ETF
Horizons BetaPro US Dollar Bear Plus ETF
Horizons BetaPro US 30-year Bond Bull Plus ETF
Horizons BetaPro US 30-year Bond Bear Plus ETF

HBP Funds

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 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

2.1.3 Mavrix Fund Management Inc. et al.

Headnote

NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Approval of Mutual Fund Mergers – approval required because mergers do not meet the criteria for pre-approval – differences in investment objectives – financial statements of continuing fund not required to be sent to unitholders of the terminating funds provided that information circular sent in connection with the unitholder meeting clearly discloses the various ways unitholders can access the financial statements – exemption from sending financial statements for future mergers as well.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 5.5(1)(b), 5.6.

June 25, 2008

IN THE MATTER OF
THE SECURITIES LEGISLATION
OF ONTARIO
(the "Jurisdiction")

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
MAVRIX FUND MANAGEMENT INC.
(the "Manager")

AND

IN THE MATTER OF
MAVRIX CANADA FUND AND
MAVRIX DIVERSIFIED FUND
(the "Terminating Funds")

DECISION

BACKGROUND

The principal regulator in the Jurisdiction has received an application from the Manager for a decision under the securities legislation of the Jurisdiction of the principal regulator (the "Legislation") for:

- (a) approval of the mergers of the Terminating Funds into Mavrix Income Fund (the "Continuing Fund") (the Terminating Funds and the Continuing Fund are sometimes collectively referred to as the "Funds") under subsection 5.5(1)(b) of National Instrument 81-102 ("NI 81-102") (the "Current Mergers"); and

- (b) relief from the financial statements delivery requirements contained in subsection 5.6(1)(f)(ii) of NI 81-102 in respect of:

- (i) the Current Mergers; and
- (ii) all future mergers of mutual funds managed by the Manager (the "Future Mergers" and collectively with the Current Mergers, the "Mergers")

(collectively, the "Exemption Sought").

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (i) the Ontario Securities Commission is the principal regulator for this application; and
- (ii) the Manager has provided notice that section 4.7(1) of Multilateral Instrument 11-102 Passport System ("MI 11-102") is to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut (the "Non-Principal Jurisdictions").

INTERPRETATION

Defined terms contained in National Instrument 14-101 – Definitions and in MI 11-102 have the same meaning if used in this decision unless otherwise defined.

REPRESENTATIONS

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

1. The Manager is a corporation existing under the laws of Ontario. The head office of the Manager is located in Toronto, Ontario.
2. The Manager is the manager and trustee of the Funds.
3. The Funds are open-end mutual fund trusts established under the laws of Ontario by declarations of trust.
4. Units of the Funds are currently qualified for sale in each of the provinces and territories of Canada by a simplified prospectus dated June 29, 2007, as amended (the "Prospectus").
5. Each of the Manager and the Funds is a reporting issuer in the Jurisdiction and each of the Non-Principal Jurisdictions. Neither the Manager nor the Funds are in default of the securities legislation in the Jurisdiction or in any of the Non-Principal Jurisdictions.

6. Other than circumstances in which the Principal Regulator or the securities regulatory authority of a Non-Principal Jurisdiction has expressly granted an exemption, each of the Funds follows the standard investment restrictions and practices set out in NI 81-102.
7. The net asset value for each of the Funds is calculated on a daily basis on each day the Toronto Stock Exchange is open for business.
8. The Manager intends to merge each of the Terminating Funds into the Continuing Fund effective on or about the close of business on June 30, 2008 (the “**Effective Date**”). The Current Mergers will be structured pursuant to the following steps:
 - a. The Manager will review each Terminating Fund’s investment portfolio and consider the portfolio in light of the investment objectives of the Continuing Fund. If a Terminating Fund holds investments which are not suitable for the Continuing Fund, those investments may be sold prior to the Effective Date. The value of any investments sold prior to the Effective Date will depend on prevailing market conditions. As a result, a Terminating Fund and the Continuing Fund may each temporarily hold cash or money market instruments and may not be fully invested in accordance with their respective investment objectives for a brief period of time prior to, and following the Current Mergers.
 - b. On the Effective Date, each Terminating Fund will transfer all of its assets (which will consist of cash and portfolio securities) to the Continuing Fund, in exchange for units of the Continuing Fund.
 - c. Immediately following the above-noted transfer and distribution, each Terminating Fund will distribute to its unitholders the units of the Continuing Fund so that following the distribution, the unitholders of a Terminating Fund will become direct unitholders of the Continuing Fund. Unitholders of each Terminating Fund will receive units of the same value and of the same class of the Continuing Fund as they currently own in the Terminating Fund.
 - d. As soon as reasonably possible following the Current Mergers, each Terminating Fund will be wound up.
9. Unitholders of the Terminating Funds will continue to have the right to redeem units of the Terminating Funds for cash at any time up to the close of business on the Effective Date. In addition, any automatic reinvestments of distributions, purchases under pre-authorized chequing plans and automatic withdrawal plans in effect prior to the Current Mergers for a Terminating Fund will be re-established in the Continuing Fund unless the investor advises the Manager otherwise.
10. On or about the Effective Date, the name of the Continuing Fund will be changed from “Mavrix Income Fund” to “Mavrix Balanced Monthly Pay Fund”.
11. A material change report and press release were filed on SEDAR on May 16, 2008 and amendments to the Prospectus and annual information form of the Funds were filed on SEDAR on May 22, 2008.
12. A notice of meeting, a management information circular and a form of proxy were mailed to unitholders of the Terminating Funds on May 26, 2008 in connection with such meetings, and were filed on SEDAR. The materials mailed to unitholders also included a copy of the Prospectus of the Funds. The management information circular provides sufficient information about the Merger to permit unitholders to make an informed decision about the Merger.
13. The notice of meeting and the management information circular prominently disclose that unitholders can obtain the most recent annual and interim financial statements of the Continuing Fund by accessing the SEDAR website at www.sedar.com, by accessing the Manager’s website at www.mavrixfunds.com or by calling the Manager’s toll-free telephone number.
14. Unitholders of the Terminating Funds approved the Current Mergers at special meetings to held on June 18, 2008, as adjourned to and reconvened on June 25, 2008.
15. Upon a request by a unitholder of a Terminating Fund for financial statements of the Continuing Fund, the Manager will make best efforts to provide the unitholder with such financial statements in a timely manner so that the unitholder can make an informed decision regarding the Current Merger.
16. Each of the Terminating Funds and the Continuing Fund have an unqualified audit report in respect of their most recent audited financial statements, being the annual financial statements for the year ended December 31, 2008.
17. The Independent Review Committee of the Terminating Funds provided a positive recommendation with respect to the Current

- Mergers and such recommendation was included in the management information circular.
18. All costs attributable to the Current Mergers, which will consist primarily of legal, proxy solicitation, printing, mailing and regulatory costs, and including any brokerage expenses incurred in respect of any sale of portfolio assets of the Terminating Funds, will be borne by the Manager and will not be borne by the Funds.
19. The Terminating Funds will merge into the Continuing Fund on or about the close of business on the Effective Date and the Continuing Fund will continue as a publicly offered open-end mutual fund governed by the laws of Ontario. Following the Current Mergers, the Terminating Funds will be wound up as soon as reasonably practicable.
20. Each of the Current Mergers will be carried out as a "qualifying exchange" for the purposes of section 132.2 of the Income Tax Act (Canada). Unitholders of the Terminating Funds have been provided with information about the tax consequences of the Current Mergers in the management information circular and have had the opportunity to consider this information prior to voting on the Current Mergers.
21. No sales charges will be payable in connection with the acquisition by the Continuing Fund of the investment portfolios of the Terminating Funds.
22. Approval of the Current Mergers is required because the Current Mergers do not meet all of the criteria for pre-approved reorganizations and transfers set out in section 5.6 of NI 81-102 in the following ways:
- a. the fundamental investment objectives of Mavrix Canada Fund and the Continuing Fund may not be considered substantially similar; and
 - b. the meeting materials sent to unitholders of the Terminating Funds did not include the most recent annual and interim financial statements that have been made public for the Continuing Fund.
23. Except as noted above, the Current Mergers will comply with all of the other criteria for pre-approved reorganizations and transfers set out in section 5.6 of NI 81-102.
24. The Manager submits that the Current Mergers will result in the following benefits:
- a. unitholders of the Funds will enjoy increased economies of scale and lower fund operating expenses (which are borne indirectly by unitholders) as part of a larger combined Continuing Fund;
- b. the Current Mergers will eliminate the administrative and regulatory costs of operating the Terminating Funds as separate mutual funds;
 - c. the Continuing Fund will have a portfolio of greater value, allowing for increased portfolio diversification opportunities than the Terminating Funds currently enjoy;
 - d. to the extent that securities in a Terminating Fund's portfolio are transferred to the Continuing Fund, there will be a savings in brokerage charges over a straight liquidation of those portfolio securities if the Terminating Fund was simply terminated; and
 - e. the Continuing Fund, as a result of its greater size, will benefit from its larger profile in the marketplace.

DECISION

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that:

- (a) the management information circular sent to securityholders in connection with a Merger prominently discloses that securityholders can obtain the most recent interim and annual financial statements of the applicable continuing fund by accessing the SEDAR website at www.sedar.com, by accessing the Manager's website at www.mavrixfunds.com or by calling the Manager's toll-free telephone number;
- (b) upon a request by a securityholder of a terminating fund for financial statements, the Manager will make best efforts to provide the unitholder with financial statements of the applicable continuing fund in a timely manner so that the unitholder can make an informed decision regarding the Merger;
- (c) each applicable terminating fund and the applicable continuing fund with respect to a Merger have an unqualified audit report in respect of their last completed financial period; and
- (d) the information circular sent to unitholders in connection with a Merger provides sufficient information about the Merger to permit securityholders to make an informed decision about the Merger.

This decision will terminate one year after the publication in final form of any legislation or rule dealing with matters in paragraph 5.5(1)(b) of NI 81-102.

“Rhonda Goldberg”
Manager, Investment Funds
Ontario Securities Commission

2.1.4 Hanwei Energy Services Corp. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Application by an issuer for a decision that i) certain portions of a news release previously filed and made public on SEDAR be held in confidence for an indefinite period by the Decision Makers, to the extent permitted by law; ii) the issuer be permitted to replace the existing version of the news release currently filed on SEDAR with a version of the news release in which provisions containing commercially sensitive information have been redacted; and iii) the application and the decision document be held in confidence for sixty days following the date of the decision document, to the extent permitted by law – news release contains commercially sensitive information in relation to a material contract – information redacted from the redacted version of the news release does not contain information that would be material to an investor – relief granted.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 140(2).

Applicable Instruments

National Instrument 51-102 Continuous Disclosure Obligations, s. 12.2.

April 18, 2008

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN,
MANITOBA, ONTARIO, QUEBEC, 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
HANWEI ENERGY SERVICES CORP.
(HANWEI)**

MRRS DECISION DOCUMENT

Background

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

- (a) certain portions of a news release (the Filed Release) relating to a licensing agreement between Hanwei and Aerodyn Energiesysteme GmbH (Aerodyn) be held in confidence for an indefinite period by the Decision Makers, to the extent permitted by law;
- (b) Hanwei be permitted to replace the Filed Release currently filed on the System for Electronic Document Analysis and Retrieval (SEDAR) with a version thereof in which provisions containing commercially sensitive information have been redacted (the Redacted Release); and
- (c) the application as well as any decision document issued in respect thereof be held in confidence for sixty days following the date of the decision document, to the extent permitted by law (collectively, the Requested Relief).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

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

Interpretation

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 Hanwei:

- 1. Hanwei is a corporation organized under the laws of British Columbia, with offices in Vancouver, British Columbia;
- 2. Hanwei's common shares are listed on the Toronto Stock Exchange;
- 3. Hanwei manufactures products for the oil, coal power and wind power industries in China and the Asia region;
- 4. Hanwei is a reporting issuer (or the equivalent) in each of the Jurisdictions and is not in default of any requirement of the Legislation;
- 5. on February 6, 2008, Hanwei announced a licensing agreement with Aerodyn;

- 6. the Filed Release that was filed on SEDAR in connection with the announcement contained commercially sensitive information about the license fee and the overall value of the licensing agreement;
- 7. the licensing agreement contains a confidentiality provision that restricts the information which can be published about the licensing agreement;
- 8. Hanwei believes that failure to remove the Filed Release from SEDAR will jeopardize the business relationship between it and Aerodyn and may expose it to litigation;
- 9. Hanwei has produced a Redacted Release, in which the commercially sensitive information has been removed and wishes to substitute the Redacted Release on SEDAR for the Filed Release;
- 10. Hanwei will request CDS Inc. to instruct the subscribers to the SEDAR-SCRIBE service to delete the Filed Release from their files;
- 11. Aerodyn has consented to the content of the Redacted Release;
- 12. the information deleted from the Redacted Release does not contain information in relation to the licensing agreement, Hanwei or its securities that would be material to an investor;
- 13. Hanwei is required to file a copy of the licensing agreement under section 12.2 of National Instrument 51-102 (as amended) and is permitted to file a redacted version of the licensing agreement.

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 Hanwei files on SEDAR promptly upon receipt of the decision document a copy of the Redacted Release that will be made public by the Decision Makers and posted on www.sedar.com.

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

2.1.5 The Public Sector Pension Investment Board and its Affiliates

Headnote

National Policy 11-203 Process For Exemptive Relief Applications in Multiple Jurisdictions - Filers do not technically meet the definition of an “eligible institutional investor” for purposes of National Instrument 62-103 – Filers provide investment management services to certain federal government pension funds as mandated by statute, which are comparable to the services provided by an “investment manager” under NI 62-103 – Relief from early warning, moratorium and insider reporting requirements granted provided that Filers complies with reporting, filing and any other applicable requirements as if each of them were an “eligible institutional investor” under National Instrument 62-103.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 102.1, 104(2)(c), 107, 121(2).

Applicable National Instruments

National Instrument 62-103 The Early Warning System and Related Take-over Bid and Insider Reporting Issues.

June 17, 2008

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)**

AND

**IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS**

AND

**IN THE MATTER OF
THE PUBLIC SECTOR PENSION INVESTMENT
BOARD AND ITS AFFILIATES**

DECISION

Background

The principal regulator in the Jurisdiction has received an application from The Public Sector Pension Investment Board (the **PSP Investment Board**) and each of its wholly-owned Canadian subsidiaries as set out in Schedule A, including any future affiliates that are established for the same purposes as the entities listed in Schedule A (the **Affiliated Entities**; collectively, the Affiliated Entities and the PSP Investment Board are the **Filers**) for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**), that:

- (a) the Filers be exempt from the “early warning requirements”, as such term is defined in NI 62-103 – Early Warning System and Related Take-Over Bid and Insider Reporting Issues (**NI 62-103**) (the **Early Warning Requirements**);
- (b) the Filers be exempt from the “moratorium provisions”, as such term is defined in NI 62-103 (the **Moratorium Provisions**); and
- (c) the Filers and every director or senior officer of each Filer who is an insider of a reporting issuer solely as a result of being a director or senior officer of the Filer, be exempt from the requirements in the Legislation for an insider of a reporting issuer to file reports disclosing the insider’s direct or indirect beneficial ownership of, or control or discretion over, securities of a reporting issuer (the **Insider Reporting Requirements**),

provided that, in each case, the Filers comply with, and meet, the applicable reporting and filing requirements, and any other applicable conditions enumerated in NI 62-103 as if each of the Filers were an “eligible institutional investor” thereunder (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- a) the Ontario Securities Commission is the principal regulator for this application, and
- b) the Filers have provided notice that Section 4.7(1) of Multilateral Instrument 11-102 Passport System (**MI 11-102**) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia and Newfoundland and Labrador.

Interpretation

Terms defined in National Instrument 14-101 *Definitions*, MI 11-102 and in NI 62-103 have the same meaning used in this decision, unless otherwise defined.

Representations

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

- 1. The PSP Investment Board was established as a Crown corporation under the *Public Sector Pension Investment Board Act* (the **PSP Investment Board Act**) and is governed by the *PSP Investment Board Act* and the Regulations made thereunder.
- 2. The head office of the PSP Investment Board is located in Ottawa, Ontario.

3. All of the share capital of the PSP Investment Board is held by the President of the Treasury Board of Canada (the **President of the Treasury Board**).
4. The mission of the PSP Investment Board under the *PSP Investment Board Act* is to manage amounts that are transferred to it by the following pension funds:
 - (a) Public Service Superannuation Investment Fund and the Public Service Pension Fund;
 - (b) the Canadian Forces Superannuation Investment Fund and the Canadian Forces Pension Fund;
 - (c) the Royal Canadian Mounted Police Superannuation Investment Fund and the Royal Canadian Mounted Police Pension Fund; and
 - (d) the Reserve Force Pension Fund(collectively, the **Pension Funds**), and to invest their assets with a view of achieving a maximum rate of return, without undue risk of loss, having regard to the funding, policies and requirements of the Pension Funds and their ability to meet their financial obligations.
5. As at March 31, 2007, the PSP Investment Board managed consolidated net assets having an aggregate value of approximately \$35 billion and it is expected that this amount will not differ significantly as at March 31, 2008.
6. The PSP Investment Board is the sole provider of investment management services to the Pension Funds and does not provide investment management services to any other parties other than the Pension Funds. Management of the funds transferred to the Filers by the Pension Funds is done on a global and collective basis. All funds under management by the Filers are designated and provided for pursuant to the *PSP Investment Board Act* and will ultimately be returned to the Pension Funds.
7. From time to time, the PSP Investment Board may, in accordance with the *PSP Investment Board Act* and in fulfilling its mandate thereunder, invest and transact through the Affiliated Entities. The Affiliated Entities are all federally incorporated under the *Canada Business Corporations Act* and are used for certain tax or corporate reasons to hold passive investments. The funds and investments held by the Affiliated Entities are subject to the same investment restrictions and guidelines as would otherwise be applicable to the PSP Investment Board pursuant to the *PSP Investment Board Act*.
8. The PSP Investment Board has the capacity of a natural person and its business is managed and supervised by a board of directors (the **Board of Directors**) appointed by the Governor in Council on the recommendation of the President of the Treasury Board.
9. The Board of Directors is required to establish, and has established, an audit committee and an investment committee.
10. The Regulations establish the requirements for a written statement of investment policies, standards, and procedures (**Investment Statement**) in respect of the PSP Investment Board's portfolio of investments, and limitations on investments, including a prohibition on any direct or indirect investment in the securities of a corporation to which are attached more than 30% of the votes that may be cast to elect the directors of that corporation. Pursuant to the Regulations, the Board of Directors is required to review the Investment Statement at least once each financial year.
11. The Board of Directors is required to send copies of unaudited quarterly financial statements to the President of the Treasury Board, the Minister of National Defence and the Minister of Public Safety and Emergency Preparedness within 45 days after the end of the three month period to which they relate, and to provide the President of the Treasury Board, the Minister of National Defence and the Minister of Public Safety and Emergency Preparedness with an annual report on the operations of the PSP Investment Board (the **Annual Report**) within 90 days of the end of each financial year. The Annual Report is made available to contributors under the *Canadian Forces Superannuation Act*, the *Public Service Superannuation Act*, and the *Royal Canadian Mounted Police Superannuation Act* after being provided to the President of the Treasury Board, the Minister of National Defence and the Minister of Public Safety and Emergency Preparedness. Lastly, the Annual Report is tabled in Parliament.
12. The Annual Report is required to include: (i) audited annual financial statements in the form set out in the *Financial Administration Act*; (ii) a certificate of the Board of Directors stating that the investments of the PSP Investment Board held during the year were in accordance with the *PSP Investment Board Act* and the Investment Statement; (iii) the Investment Statement and information regarding the objectives of the PSP Investment Board; (iv) a summary of the code of conduct for officers and employees of the PSP Investment Board; and (v) a report of any special examination referred to in the *Financial Administration Act*.

13. The PSP Investment Board is required to cause a special examination to be carried out at least once every five years, and at such additional times as the Governor in Council, the President of the Treasury Board or the Board of Directors may require, in respect of itself and the Affiliated Entities, to determine if financial and management control and information systems and management practices were maintained in a manner that provided reasonable assurance that: (i) its assets are safeguarded and controlled; (ii) its financial, human and physical resources are managed economically and efficiently; and (iii) its operations are carried out effectively.
14. Pursuant to the *PSP Investment Board Act*, the operational costs of the Filers are paid for directly by the Pension Funds. Other than the reimbursement of the Filers' operational costs, no additional fees are paid to the Filers by the Pension Funds.
15. The investment management activities carried out by the Filers with respect to the assets that are transferred to it by the Pension Funds are comparable to the services provided by an "investment manager", as that term is defined in NI 62-103. However, the Filers do not technically satisfy the definition of an "investment manager" for purposes of NI 62-103 because: (i) none of the Filers are registered as an "adviser" nor act as advisers in reliance upon exemptions from the adviser registration requirement under the Legislation and (ii) none of the Filers provide services to the Pension Funds under a contractual arrangement, but rather such services are provided pursuant to their mandate as prescribed by the *PSP Investment Board Act*.
16. Although the Filers perform a similar functional role to that of an "investment manager" in providing services to the Pension Funds, for the reasons noted above, the Filers do not technically satisfy the definition of an "investment manager" nor otherwise qualify as an "eligible institutional investor" under NI 62-103. Therefore, unless the Exemption Sought is granted, neither the Filers nor the directors and senior officers of the Filers are able to rely upon the exemptions from the Early Warning Requirements, the Moratorium Provisions and the Insider Reporting Requirements that may be available to eligible institutional investors and the directors and senior officers of such eligible institutional investors under NI 62-103.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted, provided that each of the Filers complies with and meets the applicable reporting and filing requirements, and any other applicable conditions enumerated in NI 62-103, as if each of the Filers were an "eligible institutional investor" thereunder.

"Suresh Thakrar"
Commissioner
Ontario Securities Commission

"Paul K. Bates"
Commissioner
Ontario Securities Commission

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

SCHEDULE A

Blue & Gold Private Investments Inc.
Galvaude Private Investments Inc.
Infra-PSP GP Partners Inc.
Ivory Private Investments Inc.
Port-aux-Choix Private Investments Inc.
PSP Capital Inc.
PSP Finco Inc.
PSPIB G.P. Finance Inc.
PSPIB G.P. Inc.
PSPIB G.P. Partners Inc.
PSPIB IRP60 Inc.
PSPIB Michigan G.P. Inc.
PSPIB Realty International Inc.
PSPIB-AFP Inc.
PSPIB-FLSA Inc.
PSPIB-MSR Inc.
PSPIB-RE Direct Inc.
PSPIB-RE Finance Inc.
PSPIB-RE Finance Partners Inc.
PSPIB-RE Finance Partners II Inc.
PSPIB-RE Partners Inc.
PSPIB-SDL Inc.
PSPIB Destiny Inc.
PSPLUX Sàrl
Trinity Bay Private Investments Inc.
Datura Private Investments Inc.
Red Isle Private Investments Inc.
PSP Public Credit I Inc.
Infra-PSP Canada Inc.
Infra-PSP ECEF Inc.
Infra-PSP Partners Inc.

2.1.6 Addenda Capital Inc.

Headnote

National Policy 11-203 Process For Exemptive Relief Applications in Multiple Jurisdictions - Application by a reporting issuer for a decision that it is not a reporting issuer – Applicant has no publicly held securities - Requested relief granted.

Applicable Legislative Provisions

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

June 26, 2008

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

AND

**IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS**

AND

**IN THE MATTER OF
ADDENDA CAPITAL INC. (the Applicant)**

Decision

Background

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Applicant for a decision under the securities legislation of the Jurisdictions (the Legislation) that the Applicant is not a reporting issuer (the Exemptive Relief Sought).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

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

Interpretation

Terms defined in *Regulation 14-101 respecting Definitions (and elsewhere, National Instrument 14-101 – Definitions)* have the same meaning if used in this decision, unless otherwise defined.

Representations

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

1. The Applicant was formed on April 22, 2008 as a result of the amalgamation between Addenda Capital Inc. and 9192-8192 Québec Inc. The Applicant is a company amalgamated under the *Companies Act* (Québec), with its head office located in Montreal, Québec.
2. The Applicant is a reporting issuer in each of the Jurisdictions.
3. The common shares of the Applicant were delisted from the Toronto Stock Exchange effective on April 23, 2008 and accordingly, no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 – *Marketplace Operation*.
4. The outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and fewer than 51 security holders in total in Canada.
5. The Applicant applied on April 28, 2008 to voluntarily surrender its status as a reporting issuer in British Columbia under BC Instrument 11-502 – *Voluntary Surrender of Reporting Issuer Status*, and ceased to be a reporting issuer in British Columbia effective May 15, 2008.
6. The Applicant is not in default of any of its obligations as a reporting issuer under the Legislation other than the obligation to file by May 15, 2008 interim financial statements, related management's discussion and analysis and officer's certificates for the period ended March 31, 2008.
7. The Applicant is applying for a decision that it is not a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer.
8. The Applicant does not intend to seek public financing by way of an offering of its securities in any province or territory of Canada.

Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemptive Relief Sought is granted.

"Marie-Christine Barrette"
Manager of Financial Disclosure Department
Autorité des marchés financiers

2.1.7 Manulife Securities International Limited and Berkshire Investment Group Inc.

Headnote

Passport System – Process for Exemptive Relief Applications in Multiple Jurisdictions – National Instrument 33-109 Registration Information (NI 33-109) – relief from certain filing requirements of NI 33-109 in connection with a bulk transfer of business locations and registered and non-registered individuals under an amalgamation.

June 26, 2008

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
MANULIFE SECURITIES INTERNATIONAL
LIMITED (MSIL) AND BERKSHIRE INVESTMENT
GROUP INC. (BIG) (the Filers)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filers for a decision under the securities legislation of Ontario (the **Legislation**), for relief pursuant to section 7.1 of National Instrument 33-109 *Registration Information* (**NI 33-109**) to allow the bulk transfer of all of the registered individuals and all of the locations of each of MSIL and BIG to a new amalgamated entity, Manulife Securities Investment Services Inc. (**MSIS**) (the **Bulk Transfer**), on or about July 2, 2008 in accordance with section 3.1 of the companion policy to NI 33-109 (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions:

- (i) the Ontario Securities Commission is the principal regulator for this application; and
- (ii) the Applicants have provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon by each of the Applicants on the same basis in all of the other provinces and territories of Canada, except Nunavut (together with Ontario, the **Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

Representations

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

MSIL

1. MSIL is a wholly-owned subsidiary of The Manufacturers Life Insurance Company (**Manulife Financial**). The head office of MSIL is in Ontario.
2. MSIL is registered as a mutual fund dealer or equivalent in all of the provinces and territories of Canada, except Nunavut, and as a limited market dealer in Ontario and Newfoundland and Labrador. MSIL is also a Level 4 member of the Mutual Fund Dealers Association of Canada (the **MFDA**).
3. MSIL is not in default of the securities legislation in any of the Jurisdictions.

BIG

4. BIG is also a wholly-owned-subsiary of Manulife Financial. The head office of BIG is in Ontario.
5. BIG is registered as a mutual fund dealer in all of the provinces and territories of Canada, except Nunavut, and as a limited market dealer in Ontario and Newfoundland and Labrador. BIG is also a Level 4 member of the MFDA.
6. BIG is not in default of the securities legislation in any of the Jurisdictions.

Integration / Amalgamation

7. Manulife Financial acquired BIG on or about August 31, 2007 and intends to amalgamate MSIL and BIG on or about July 2, 2008, and to name the new entity Manulife Securities Investment Services Inc.
8. An application was filed with the MFDA on or about May 16, 2008 seeking the approval of the MFDA to the amalgamation of MSIL and BIG.
9. Effective on or about July 2, 2008, all of the current registerable activities of MSIL and BIG will be transferred to MSIS. MSIS will assume all of the existing registrations and approvals for all of the registered individuals and all of the locations of MSIL and BIG. MSIS does not anticipate that there will be any disruption in the ability of MSIL and/or BIG to trade on behalf of their respective

clients, and MSIS should be able to trade immediately after the amalgamation.

10. MSIS will continue to be registered in the same categories of registration as MSIL and BIG across Canada, and will continue to be a member of the MFDA and will be subject to, and will comply with, all of Canada's applicable securities laws, including those of the MFDA.
11. MSIS will carry on the same securities business of MSIL and BIG in substantially the same manner with essentially the same personnel.
12. The Exemption Sought will not be contrary to public interest and will have no negative consequences on the ability of MSIS to comply with all applicable regulatory requirements or the ability to satisfy any obligations in respect of the clients of MSIL and BIG.
13. Given the significant number of registered individuals and locations of MSIL and BIG, it would be extremely difficult to transfer each individual and location to MSIS in accordance with the requirements of NI 33-109 if the Exemption Sought is not granted.
14. A press release will be issued immediately after the amalgamation of MSIL and BIG to confirm such change. A notice will also be mailed to the clients of each company confirming that the amalgamation occurred and how the operations of MSIL and BIG will be integrated over the following months.
15. The head office of MSIS will be BIG's current head office location, which is located at 1375 Kerns Road, P.O. Box 5083, Burlington, Ontario, L7R 0A8.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that the Filers make acceptable arrangements with CDS Inc. for the payment of the costs associated with the Bulk Transfer, and make such payment in advance of the Bulk Transfer.

"David M. Gilkes"
Manager, Registrant Regulation
Ontario Securities Commission

2.2 Orders

2.2.1 Gemcom Software International Inc. and Eagle Acquisition Canada Inc. - s. 9.1

Headnote

Relief from the formal valuation requirement in connection with a business combination pursuant to Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions – issuer and arm's length purchaser negotiated terms of the acquisition of the issuer – related party of the issuer subsequently approached and agrees to support transaction and acquire an equity interest in the purchaser – involvement of related party brings transaction within the definition of a business combination under MI 61-101– related party did not have any special information or degree of influence over the issuer – purchase price increased from price negotiated by arms' length parties – exemptive relief from formal valuation requirements granted subject to conditions that none of the purchaser, parties acting jointly with the purchaser, or their respective affiliates receive greater consideration than any other security holders of the issuer; the information circular concerning the transaction discloses any material information that such parties may have that has not been generally disclosed; and, none of such parties has, or had within the preceding 12 months, any board or management representation in respect of the issuer.

Legislative Provisions Cited

Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions, s. 9.1.

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

AND

IN THE MATTER OF
MULTILATERAL INSTRUMENT 61-101
PROTECTION OF MINORITY SECURITY HOLDERS
IN SPECIAL TRANSACTIONS

AND

IN THE MATTER OF
THE ARRANGEMENT
INVOLVING GEMCOM SOFTWARE
INTERNATIONAL INC. AND
EAGLE ACQUISITION CANADA INC.

ORDER
(Section 9.1)

UPON the joint application (the "Application") of Gemcom Software International Inc. ("Gemcom") and Eagle Acquisition Canada Inc. (the "Purchaser") to the Director for an order pursuant to Section 9.1 of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"), exempting Gemcom

from the requirement to obtain a formal valuation in connection with the business combination involving Gemcom and the Purchaser.

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

AND UPON Gemcom and the Purchaser having represented to the Director as follows:

1. Gemcom is a corporation existing under the laws of British Columbia. Its registered office is located at 2900-550 Burrard, Vancouver, British Columbia, V6C 0A3.
2. Gemcom is a reporting issuer under the securities laws of the provinces of British Columbia, Alberta and Ontario, and is not on the list of reporting issuers in default in any of those jurisdictions.
3. The authorized share capital of Gemcom consists of an unlimited number of common shares ("Shares") and an unlimited number of preference shares issuable in series. As of the close of business on May 6, 2008, there were 53,822,924 Shares issued and outstanding, there were no preference shares issued and outstanding, there were options to purchase Shares ("Options") providing for the issuance of no more than 4,251,273 Shares, and there were warrants to purchase Shares ("Warrants") providing for the issuance of no more than 4,230,903 Shares. For the purposes of this Order, "Securities" shall mean, collectively, the Shares, the Options and the Warrants.
4. The Shares are listed and posted for trading on the Toronto Stock Exchange under the symbol "GCM".
5. The Purchaser is a corporation existing under laws of British Columbia. Its registered office is located at 666 Burrard Street, Vancouver, British Columbia, V6C 2X8.
6. The Purchaser was formed by affiliates of JMI Equity Fund VI, L.P. ("JMI VI") and Carlyle Venture Partners III, L.P. ("CVP III") for the sole purpose of acquiring Gemcom pursuant to the proposed transaction.
7. JMI VI is a fund managed by JMI Management, Inc. a U.S. private equity firm, and its registered office is located at c/o The Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808. As of the date hereof, JMI VI does not hold any Securities.
8. CVP III is a fund sponsored by The Carlyle Group, a global private equity firm, and its registered office is located at c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE

19801. As of the date hereof, CVP III does not hold any Securities.
9. Pala Investments Holdings Limited ("**Pala**") is a long-term investment company, and its registered office is located at 12 Castle Street, St. Helier, Jersey, JE2 3RT
10. In November 2007, Gemcom commenced a confidential auction, through which it canvassed the market for parties who would be interested in acquiring Gemcom. The auction was overseen by a majority independent committee (the "**Committee**") of the Gemcom board of directors (the "**Board**").
11. During the auction process, JMI VI and CVP III gained access to due diligence materials, which contained confidential information concerning Gemcom's business, financials, operations, technology, strategies and opportunities, etc. (collectively, "**Due Diligence Materials**") by entering into a non-disclosure agreement with Gemcom dated November 14, 2007.
12. The Committee received more than 20 expressions of interest and subsequently received initial offers from 10 potential buyers (three strategic buyers and seven financial buyers). After additional discussions with these interested parties, the Committee received non-binding offers from six parties (four financial buyers and two strategic buyers). After the Committee sought and obtained improvements in the terms offered, the Committee established a short list of three potential bidders (all financial buyers), each of which had presented competitive offers. The Committee analyzed the final proposals with its financial and legal advisors and decided to enter into exclusive discussions and negotiations with JMI VI and CVP III, with a view towards reaching a definitive agreement with respect to the acquisition of Gemcom.
13. On March 15, 2008, JMI VI, CVP III and Gemcom entered into a new confidentiality and non-disclosure agreement (the "**March NDA**"), which contained, among other provisions, a standstill provision, and the parties also entered into an exclusivity letter agreement.
14. On May 7, 2008, Gemcom and the Purchaser entered into an arrangement agreement (the "**Arrangement Agreement**"), which provided for, among other things, the acquisition of Gemcom by the Purchaser pursuant to a statutory plan of arrangement under the laws of British Columbia. Pursuant to the Arrangement Agreement, holders of Shares would have received \$2.90 in cash for each Share (the "**Purchase Price**"), and holders of Options and Warrants that remained outstanding as of the effective time of the proposed transaction, would have received the amount in cash, if any, by which the Purchase Price exceeded the exercise price of such Options or Warrants, as applicable. Each of the directors and certain officers of Gemcom, and each affiliate of such directors and officers, have entered into voting agreements with the Purchaser, pursuant to which each party thereto has agreed to vote in favour of the transaction at the special meeting of Gemcom securityholders which has been called to consider the transaction.
15. Prior to approving the Arrangement Agreement, the Committee and the Board received an opinion from The Catalyst Group LLC, a financial advisor, that the consideration to be received by Gemcom's securityholders under the proposed transaction was fair, from a financial point of view, to such holders.
16. Pala first acquired Shares on January 7, 2008. Following announcement of the proposed transaction, Pala acquired ownership of 4,039,700 Shares. As of the date hereof, Pala holds 10,407,100 Shares, representing 19.05% of the issued and outstanding Shares, and holds no other Securities.
17. Following announcement of the proposed transaction, JMI VI and CVP III approached Pala to inquire on what basis Pala, as Gemcom's largest shareholder, would support the Proposed Transaction.
18. On June 8, 2008, Pala entered into a confidentiality and non-disclosure agreement with Gemcom, JMI VI and CVP III (the "**June NDA**"), in a form substantially similar to the March NDA, pursuant to which it was provided with Due Diligence Materials in order to evaluate the merits of participating in the business combination.
19. On June 8, 2008, Gemcom and the Purchaser entered into an amendment to the Arrangement Agreement, which provides for, among other things, (i) the addition of Pala as one of the indirect shareholders of the Purchaser holding an interest of approximately 25% of the shares of the Purchaser (with JMI VI and CVP III each indirectly having an equal interest in the balance of the shares of the Purchaser), (ii) an increased Purchase Price of \$3.05, and (iii) an additional condition to closing of the transaction of receipt of minority approval within the meaning of MI 61-101. Prior to approving the amended transaction, the Committee and the Board received an opinion from a financial advisor that the consideration to be received by Gemcom's securityholders under the transaction (as amended) was fair, from a financial point of view, to such holders.
20. Under MI 61-101, the amended transaction is a "business combination", and Pala, as a related party of Gemcom (by virtue of owning more than

10% of the outstanding Shares), will together with joint actors (JMI VI and CVP III) indirectly acquire Gemcom. As a result, MI 61-101 requires that Gemcom obtain a formal valuation of its Shares in respect of this amended transaction.

“Naizam Kanji”
Mergers & Acquisitions
Ontario Securities Commission

21. The interest of Pala in Gemcom and its status as a “related party” has not resulted in it being provided with any special information or obtaining any degree or influence over the business and operations of Gemcom.
22. Except pursuant to the June NDA, Pala has not gained any knowledge of, or influence over, the business or operations of Gemcom.
23. Pala has never had any board or management representation at Gemcom, nor have any of its principals, directors, officers or employees ever had a relationship with Gemcom, any of its subsidiaries, or any of its directors, officers or employees.
24. Neither JMI VI, nor CVP III, both joint actors with Pala, is an “interested party” (within the meaning of MI 61-101) in the business combination.

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

IT IS ORDERED pursuant to section 9.1 of MI 61-101 that the business combination involving Gemcom and the Purchaser is exempt from the formal valuation requirement under MI 61-101, provided that:

- (a) none of the Purchaser, JMI VI, CVP III, Pala or any of their respective affiliates have entered into any collateral agreement, commitment or understanding that has the effect, directly or indirectly, of providing any securityholder of Gemcom with consideration of greater value than offered to any other security-holders of the same class of securities, other than as would be expressly permitted pursuant to Section 4.1 of OSC Rule 62-504 in connection with a formal takeover bid for all the securities of Gemcom; and
- (b) Gemcom discloses in the management information circular to be mailed to its securityholders in connection with the transaction (i) any material information concerning Gemcom or its Securities of which the Purchaser, JMI VI, CVP III or Pala may have knowledge that has not been generally disclosed, and, (ii) that none of Pala, JMI VI or CVP III has, or has had within the preceding 12 months, any board or management representation.

DATED June 9, 2008

2.2.2 Betty Leung - ss. 127, 127.1

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

AND

**IN THE MATTER OF
BETTY LEUNG**

**ORDER
(Sections 127 and 127.1)**

WHEREAS on June 23, 2008, the Commission issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act* (the "Act"), accompanied by Staff's Statement of Allegations, in relation to a hearing to consider whether it is in the public interest to approve the settlement of the proceeding entered into between Staff of the Commission and the Respondent Betty Leung ("Leung");

AND WHEREAS the Respondent entered into a settlement agreement dated June 23, 2008 (the "Settlement Agreement") in which the Respondent agreed to a settlement of the proceeding commenced by the Notice of Hearing dated June 23, 2008, subject to the approval of the Commission;

AND UPON reviewing the Settlement Agreement and Staff's Statement of Allegations, and upon hearing submissions from counsel for Staff and the Respondent;

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 Settlement Agreement dated June 23, 2008, attached to this Order as Schedule "1", is hereby approved except that, on consent of Staff and the Respondent, the amount to be paid in accordance with paragraph 13(e) of the Settlement Agreement shall be \$103,137.22, representing two times the profits made herein, and that a director and officer ban of any market participant be included;
2. trading in any securities by Leung cease permanently from the date of the approval of the Settlement Agreement, except that Leung is permitted to trade only in mutual fund securities in one account on her own behalf, one account on behalf of her registered retirement savings plan, and one account on behalf of her locked-in pension plan, through no more than two registered dealers, to whom she must give a copy of this Order at the time she opens or modifies these accounts;
3. acquisition of any securities by Leung is prohibited permanently from the date of the approval of the Settlement Agreement, except that Leung is

permitted to acquire mutual fund securities in one account on her own behalf, one account on behalf of her registered retirement savings plan, and one account on behalf of her locked-in pension plan, through no more than two registered dealers, to whom she must give a copy of this Order at the time she opens or modifies these accounts;

4. notwithstanding paragraphs (2) and (3) above, Leung shall have 60 days from the date of this order to effect liquidating trades only of any non-mutual fund securities that she owns beneficially or over which she exercises direction or control;
5. Leung is permanently prohibited from becoming a director or officer of any market participant;
6. Leung pay the amount of \$103,137.22 to the Commission within 60 days of this order for allocation to or for the benefit of third parties in accordance with s.3.4(2) of the *Act*; and
7. Leung pay costs of the investigation to the Commission in the amount of \$5000 within 60 days of this order.

DATED at Toronto this 25th day of June, 2008.

"James Turner"

"Suresh Thakrar"

2.2.3 First Global Ventures, S.A. et al.

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

AND

**IN THE MATTER OF
FIRST GLOBAL VENTURES, S.A., ABRAHAM
HERBERT GROSSMAN (a.k.a. ALLEN GROSSMAN)
AND ALAN MARSH SHUMAN (a.k.a. ALAN MARSH)**

ORDER

WHEREAS on December 14, 2007, the Ontario Securities Commission (the "Commission") issued its Reasons and Decision on the merits regarding the respondents First Global Ventures, S.A. ("First Global"), Abraham Herbert Grossman (a.k.a. Allen Grossman) ("Grossman") and Alan Marsh Shuman (a.k.a. Alan Marsh) ("Shuman") (collectively, the "Respondents"), in relation to an Amended Amended Statement of Allegations dated March 8, 2007, and an Amended Amended Notice of Hearing dated March 9, 2007;

AND WHEREAS Grossman was represented by counsel, Kulidjian & Associates, at the hearing on the merits;

AND WHEREAS the Commission in its Reasons and Decision directed the parties to file written submissions on sanctions and to set a date for hearing arguments on sanctions;

AND WHEREAS written submissions on sanctions were filed by Staff on February 8, 2008, by Kulidjian & Associates on Grossman's behalf on February 20, 2008, Staff filed written reply submissions on sanctions on February 28, 2008, and First Global and Shuman did not file any written submissions on sanctions;

AND WHEREAS a hearing date to address sanctions was scheduled for April 30, 2008 at 10 a.m.;

AND WHEREAS on April 10, 2008, the Commission was advised by Kulidjian & Associates that Kulidjian & Associates was no longer acting as solicitor for Grossman in the Commission proceeding, and the Commission was also provided with Grossman's Notice of Intention to Act in Person before the Commission;

AND WHEREAS on April 30, 2008, a hearing was held before a Panel and was attended by Grossman and Staff;

AND WHEREAS at the hearing on April 30, 2008, Grossman requested an adjournment of the sanctions hearing in this matter;

AND WHEREAS on April 30, 2008, the Panel heard submissions from Grossman and Staff with respect

to the grounds upon which Grossman sought the adjournment of the hearing on sanctions;

AND WHEREAS on April 30, 2008, the Panel ordered that: (1) the hearing on sanctions be adjourned until June 20, 2008 at 10 a.m.; (2) by no later than June 10, 2008, Grossman shall inform the Office of the Secretary in writing whether he wishes to withdraw the written submissions on sanctions filed by his former counsel and file with the Office of the Secretary any new written submissions on sanctions; and (3) Staff shall file any reply written submissions on sanctions by June 16, 2008;

AND WHEREAS Grossman brought a motion returnable June 18, 2008 at 3:00 p.m. to request an adjournment of the sanctions hearing scheduled for June 20, 2008;

AND WHEREAS on June 18, 2008 on the Panel heard submissions from Grossman and Staff with respect to the grounds upon which Grossman sought the adjournment of the hearing on sanctions;

AND WHEREAS the Commission considers it to be in the public interest to make this order;

IT IS HEREBY ORDERED that:

1. the sanctions hearing in this matter is adjourned to August 8, 2008 at 10:00 a.m.;
2. Grossman shall file his written submissions on sanctions no later than July 15, 2008;
3. Staff shall file any reply written submissions on sanctions by July 22, 2008.

DATED at Toronto on this 26th day of June, 2008.

"Wendell S. Wigle"

"Suresh Thakrar"

"Margot C. Howard"

2.2.4 Sulja Bros. Building Supplies, Ltd. et al.

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

AND

**IN THE MATTER OF
SULJA BROS. BUILDING SUPPLIES, LTD., PETAR
VUCICEVICH, KORE INTERNATIONAL
MANAGEMENT INC., ANDREW DE VRIES,
STEVEN SULJA, PRANAB SHAH, TRACEY
BANUMAS, AND SAM SULJA**

ORDER

WHEREAS on December 22, 2006, the Ontario Securities Commission (the "Commission") ordered pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") that immediately for a period of 15 days from the date thereof: (a) all trading in securities of Sulja Bros. Building Supplies, Ltd. ("Sulja Nevada") cease; and (b) any exemptions in Ontario securities law do not apply to the respondents Sulja Nevada, Sulja Bros. Building Supplies Ltd. ("Sulja Ontario"), Kore International Management Inc. ("Kore International"), Peter Vucicevich ("Vucicevich") and Andrew De Vries ("De Vries") (the "Temporary Order");

AND WHEREAS on December 27, 2006, the Commission issued a Notice of Hearing and Statement of Allegations in this matter;

AND WHEREAS on January 8, 2007, the Temporary Order was extended to March 23, 2007;

AND WHEREAS on March 23, 2007, the Temporary Order was extended to July 5, 2007;

AND WHEREAS on July 5, 2007, the Temporary Order was extended to September 7, 2007;

AND WHEREAS on September 7, 2007, the Temporary Order was extended to October 31, 2007;

AND WHEREAS on October 31, 2007, the Temporary Order was extended to January 22, 2008;

AND WHEREAS on January 22, 2008, the Temporary Order was extended to March 28, 2008;

AND WHEREAS on March 28, 2008, the Temporary Order was extended to May 23, 2008;

AND WHEREAS on May 23, 2008, the Temporary Order was extended to June 23, 2008.

AND WHEREAS on June 16, 2008, the Commission issued a Notice of Hearing and Staff of the Commission ("Staff") filed an Amended Statement of Allegations which added additional respondents to this

matter: Steven Sulja, Pranab Shah ("Shah"), Tracey Banumas ("Banumas") and Sam Sulja;

AND WHEREAS Staff have withdrawn the allegations against Sulja Ontario.

AND WHEREAS counsel for Vucicevich, Kore International, Shah and Banumas has requested an adjournment to obtain disclosure with respect to Staff's case;

AND WHEREAS counsel for Staff has advised that disclosure is ready and can be provided forthwith;

AND WHEREAS the Panel is adjourning this matter to allow Staff to provide disclosure and for Staff and the respondents to be in a position to set a hearing date at the next appearance;

AND WHEREAS on June 23, 2008, Vucicevich and Kore International consented to the continuation of the Temporary Order;

AND WHEREAS Sulja Nevada, DeVries, Steven Sulja and Sam Sulja did not appear though served with notice of this Hearing;

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

IT IS ORDERED THAT the Temporary Order against Sulja Nevada, Kore International, Vucicevich and DeVries is extended to September 12, 2008, and the hearing of this matter is adjourned to September 11, 2008 at 9:00 a.m.

DATED at Toronto this 25th day of June, 2008.

"James E. A. Turner"

"Margot C. Howard"

2.2.5 Swift Trade Inc. and Peter Beck - s. 127

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

AND

IN THE MATTER OF
SWIFT TRADE INC. AND PETER BECK

ORDER
(Section 127)

WHEREAS on December 7, 2007, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing and a Statement of Allegations pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended, in respect of the respondents, Swift Trade Inc. and Peter Beck (collectively, the "Respondents");

AND WHEREAS on January 18, 2008, Staff of the Commission ("Staff") and counsel for the Respondents attended before the Commission for a first appearance on this matter;

AND WHEREAS the hearing was adjourned to Wednesday, March 5, 2008 at 10:00 a.m. to be spoken to, or such other date as may be agreed to by the parties and fixed by the Secretary to the Commission;

AND WHEREAS Staff requested and the Respondents consented to a further adjournment of this matter to April 16, 2008 at 10:00 a.m.;

AND WHEREAS Staff requested and the Respondents consented to the further adjournment of this matter to June 12, 2008 at 10:00 a.m.;

IT IS HEREBY ORDERED that, on consent of the parties, the hearing is scheduled for October 20 to October 24, 2008 inclusive.

DATED at Toronto this 27th day of June, 2008.

"James E. A. Turner"

2.2.6 Capital Fund Management S.A. - ss. 80, 3.1(1) of the CFA

Non-resident advisers exempted from adviser registration requirement in subsection 22(1)(b) of the Commodity Futures Act where the non-resident acts as an adviser to mutual funds or non redeemable investment funds in respect of trading in certain commodity futures contracts and commodity futures options – Contracts and options are primarily traded on commodity futures exchanges outside of Canada and primarily cleared outside of Canada – Funds are established outside of Canada, but may distribute their securities to certain Ontario residents.

Exemption subject to conditions corresponding to the requirements for the exemption from the adviser registration requirement in the Securities Act contained in section 7.10 of OSC Rule 35-502 Non-Resident Advisers – Exemption also subject to requirements relating to the registration or licensing status of the non-resident adviser in its principal jurisdiction and disclosure to Ontario resident securityholders of the corresponding fund – Exemption order has a five-year “sunset date”.

Assignment by Commission to the Director of the powers and duties vested in the Commission under subsection 78(1) of the CFA to vary the exemption order by specifically naming affiliates of the initial applicants as named applicants for the purposes of the exemption, following an affiliate notice and Director consent procedure specified in the decision.

Statutes Cited

Commodity Futures Act, R.S.O. 1990, c. C.20, as am., ss. 1(1), 3.1(1), 22, 22(1)(b), 78(1), 80.
Securities Act, R.S.O. 1990, c. S.5, as am., s. 25.

National Instruments Cited

National Instrument 45-106 Prospectus and Registration Exemptions.

OSC Rules Cited

OSC Rule 35-502 Non Resident Advisers, s. 7.10.

OSC Notices Cited

Notice of Proposed Rule 35-502 International Advisers, (1998) 21 OSCB 62583.

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

AND

**IN THE MATTER OF
CAPITAL FUND MANAGEMENT S.A.**

AND

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

**ORDER AND ASSIGNMENT
(Section 80 and Subsection 3.1(1) of the CFA)**

UPON the application (the **Application**) to the Ontario Securities Commission (the **Commission**) by Capital Fund Management S.A. (**CFM**), on its own behalf, and on behalf of CFM Affiliates (as defined below) that file an Identifying Notice (as defined below) to become a Named Applicant (as defined below), for:

- (a) an order of the Commission, pursuant to section 80 of the CFA, that CFM, and each of the CFM Affiliates that file an Identifying Notice to become a Named Applicant for the purposes of this Order (including their respective directors, partners, officers, employees or other individual representatives, acting on their behalf), is exempt from the adviser

registration requirement in the CFA (as defined below) in connection with the Named Applicant acting as an adviser to one or more Funds (as defined below), in respect of Foreign Contracts (as defined below); and

- (b) an assignment by the Commission, pursuant to subsection 3.1(1) of the CFA, to each Director (acting individually) of the powers and duties vested in the Commission under subsection 78(1) of the CFA, to vary the above order, from time to time, by specifically naming one or more of the CFM Affiliates, that file an Identifying Notice, as a Named Applicant for the purposes of this Order;

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

AND WHEREAS for the purposes of this Order and Assignment (collectively, this **Decision**);

- (i) the following terms shall have the following meanings:

“**adviser registration requirement in the CFA**” means the provisions of section 22 of the CFA that prohibit a person or company from acting as an adviser unless the person or company satisfies the applicable provisions of section 22 of the CFA;

“**adviser registration requirement in the OSA**” means the provisions of section 25 of the OSA that prohibit a person or company from acting as an adviser, as defined in the OSA, unless the person or company satisfies the applicable provisions of section 25 of the OSA;

“**CFM Affiliate**” means an entity, other than CFM, that is an affiliate of CFM;

“**Director’s Consent**” means, for a CFM Affiliate, the Director’s Consent referred to in paragraph 4, below;

“**Foreign Contract**” means a commodity futures contract or a commodity futures option that is, in each case, primarily traded on one or more organized exchanges that are located outside of Canada and primarily cleared through one or more clearing corporations that are located outside of Canada;

“**Fund**” means a mutual fund or a non-redeemable investment fund;

“**Identifying Notice**” means, for a CFM Affiliate, the Identifying Notice referred to in paragraph 3, below;

“**Named Applicants**” means:

- (a) CFM; and
- (b) CFM Affiliates that have filed an Identifying Notice, to become a Named Applicant for the purposes of this Order, and for which the Director has issued a Director’s Consent;

“**Objection Notice**” means, for a CFM Affiliate, an objection notice, as described in paragraph 5, below, that is issued by the Director, following the filing by the CFM Affiliate of an Identifying Notice, as described in paragraph 3, below;

“**OSA**” means the *Securities Act* (Ontario);

“**OSC Rule 35-502**” means Ontario Securities Commission Rule 35-502 -- *Non Resident Advisers*, made under the OSA;

“**prospectus requirement in the OSA**” means the requirement in the OSA that prohibits a person or company from distributing a security unless a preliminary prospectus and prospectus for the security have been filed and receipts obtained for them; and

- (ii) terms used in this Decision that are defined in the OSA, and not otherwise defined in the Decision or in the CFA, shall have the same meaning as in the OSA, unless the context otherwise requires; and

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

AND UPON CFM having represented to the Commission that:

1. CFM is a limited liability company established under the laws of France. Any CFM Affiliate that files an Identifying Notice for the purpose of becoming a Named Applicant in accordance with this Decision will, at the relevant time, be an entity organized under the laws of a jurisdiction outside of Canada.
2. The Funds for which it is anticipated one or more of the Named Applicants may act as an adviser comprise:
 - (i) Stratus Feeder Limited, Discus Holdings Limited, Nimbus Master Limited, Ventus Master Limited, Yield Master Limited, Stratus Fund Limited, Discus Master Limited and Discus Side Holdings Limited; and
 - (ii) other investment funds.
3. A CFM Affiliate, that is not a Named Applicant, that proposes to rely on the exemption from the adviser registration requirement in the CFA provided in this Order will complete and file with the Commission (Attention: Manager, Registrant Regulation) two copies of a notice (the **Identifying Notice**, in the form of Part A of the Schedule to this Decision), applying to the Director, acting on behalf of the Commission under the below Assignment, to vary this Order to specifically name the CFM Affiliate as a Named Applicant for the purposes of the Order. The Identifying Notice will be filed not less than ten (10) days before the date the CFM Affiliate proposes to rely on the exemption set out in the Order.
4. If, in the Director's opinion, it would not be prejudicial to the public interest to specifically name a CFM Affiliate as a Named Applicant for the purposes of this Order, the Director will, within ten (10) days after receiving an Identifying Notice from the CFM Affiliate, issue to the CFM Affiliate a written consent (the **Director's Consent**, in the form of Part B of the attached Schedule). However, a CFM Affiliate will not be a Named Applicant for the purposes of this Order unless and until the corresponding Director's Consent is issued by the Director.
5. If, after reviewing an Identifying Notice for a CFM Affiliate, the Director is *not* of the opinion that it would not be prejudicial to the public interest to specifically name such CFM Affiliate as a Named Applicant for the purposes of this Order, the Director will issue to the CFM Affiliate a written notice of objection (the **Objection Notice**), in which case the CFM Affiliate will not be permitted to rely on the exemption from the adviser registration requirement in the CFA provided to Named Applicants in this Order, but may, by notice in writing sent by registered mail to the Secretary of the Commission within 30 days after receiving the Objection Notice, request and be entitled to a hearing and review by the Commission of the Director's objection.
6. Subsection 78(1) of the CFA provides that the Commission may, on the application of a person or company affected by the decision, make an order revoking or varying a decision of the Commission if, in the Commission's opinion, the order would not be prejudicial to the public interest. Further, subsection 3.1(1) of the CFA provides that a quorum of the Commission may assign any of its powers and duties under the CFA (except powers and duties under section 4 and Part IV) to the Director.
7. Any Funds in respect of which a Named Applicant may act as adviser (under the CFA) pursuant to this Order will be established outside of Canada. It is anticipated that securities of these Funds will be primarily offered outside of Canada, and to the extent the securities of the Funds will be offered to Ontario residents, such investors will qualify as "accredited investors" for the purposes of National Instrument 45-16 *Prospectus and Registration Exemptions*. Securities of the Funds will be offered and distributed in Ontario only through dealers appropriately registered under the OSA, in reliance upon an exemption from the prospectus requirement in the OSA.
8. None of the Funds in respect of which a Named Applicant may act as an adviser (under the CFA) pursuant to this Order has any intention of becoming a reporting issuer under the OSA or under the securities legislation of any other jurisdiction in Canada.
9. Paragraph 22(1)(b) of the CFA prohibits a person or company from acting as an adviser unless the person or company is registered as an adviser under the CFA, or is registered as a representative or as a partner or an officer of a registered adviser and is acting on behalf of such registered adviser, and otherwise satisfies the applicable requirements specified in section 22 of the CFA. Under the CFA, "adviser" means a person or company engaging in or holding himself, herself or itself out as engaging in the business of advising others as to trading in "contracts", and "contracts" is defined in subsection 1(1) of the CFA to mean "commodity futures contracts" and "commodity futures options" (with these latter terms also defined in subsection 1(1) of the CFA).
10. Where securities of a Fund are offered by the Fund to an Ontario resident, a Named Applicant that engages in the business of advising the Fund as to the investing in or the buying or selling of securities may, by so acting, be interpreted as acting as an adviser, as defined in the OSA, to the Ontario residents who acquire the securities offered by the Fund, as suggested in the Notice of the Commission dated October 2, 1998, requesting comments on the then-proposed OSA Rule 35-502. Similarly, where securities of a Fund are offered to Ontario residents, a Named Applicant

that engages in the business of advising the Fund as to trading in commodity futures contracts or commodity futures options, may, by so acting, also be interpreted as acting as an adviser (as defined in the CFA) to the Ontario residents who acquire the securities offered by the Fund.

11. CFM is not registered in any capacity under the CFA, and none of the Named Applicants will be registered under the CFA so long as the particular Named Applicant remains a Named Applicant for the purposes of this Order. If a Named Applicant advises any Funds (that has distributed its securities to any Ontario residents) as to investing in or the buying or selling securities, it will comply with the adviser registration requirement in the OSA, and may, for this purpose, rely on the exemption from the adviser registration requirement in the OSA contained in section 7.10 of OSC Rule 35-502, insofar as it acts as an adviser (as defined in the OSA) to Ontario residents who hold securities of the Funds. Currently, CFM is not registered in any capacity under the OSA.
12. There is currently no rule or other regulation under the CFA that provides an exemption from the adviser registration requirement in the CFA for a person or company acting as an adviser, in respect of commodity futures options or commodity futures contracts, that corresponds to the exemption from the adviser registration requirement in the OSA for acting as an adviser, as defined in the OSA, in respect of securities, that is contained in section 7.10 of OSC Rule 35-502.
13. Section 7.10 of OSC Rule 35-502 provides that the adviser registration requirement in the OSA does not apply to a person or company acting as a portfolio adviser (as defined in the Rule) to a Fund (as defined in the Rule), if the securities of the Fund are:
 - (a) primarily offered outside of Canada;
 - (b) only distributed in Ontario through one or more registrants under the OSA; and
 - (c) distributed in Ontario in reliance upon an exemption from the prospectus requirement in the OSA.
14. Each of the Named Applicants, where required, is or will be appropriately registered or licensed or is, or will be, entitled to rely on appropriate exemptions from such registration or licensing requirements to provide advice to the Funds pursuant to the applicable legislation of its principal jurisdiction.
15. CFM is registered in France with the Autorité des Marchés Financiers as "Société des Gestion" type 2. CFM is also registered with the United States Securities and Exchange Commission as an investment adviser under the *Investment Advisers Act of 1940*. Further, CFM is registered with the United States Commodity Futures Trading Commission as a commodity trading adviser, and is a member of the United States National Futures Association in this capacity.

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

IT IS ORDERED, pursuant to section 80 of the CFA, that each of the Named Applicants (including the respective directors, partners, officers, employees or other individual representatives of each of the Named Applicants, acting on behalf of the Named Applicant) is exempted from the adviser registration requirement in the CFA in connection with the Named Applicant acting as an adviser to one or more Funds, in respect of Foreign Contracts, provided that, at the time the Named Applicant so acts as an adviser to any such Fund:

- A. the Named Applicant is not ordinarily resident of Ontario;
- B. the Named Applicant is appropriately registered or licensed, or entitled to rely upon appropriate exemptions from registration or licensing requirements, in order to provide to the Fund advice as to trading in the corresponding Foreign Contracts, pursuant to the applicable legislation of the Named Applicant's principal jurisdiction;
- C. securities of the Fund are:
 - (i) primarily offered outside of Canada,
 - (ii) only distributed in Ontario through one or more registrants under the OSA; and
 - (iii) distributed in Ontario in reliance on an exemption from the prospectus requirement in the OSA;
- D. prior to their purchasing any securities of the Fund, all investors in the Fund who are resident in Ontario shall have received disclosure that includes:

- (i) a statement to the effect that there may be difficulty in enforcing any legal rights against the Fund or the Named Applicant (including the individual representatives of the Named Applicant acting on behalf of the Named Applicant), because the Named Applicant is a resident outside of Canada and, to the extent applicable, all or substantially all of its assets are situated outside of Canada; and
- (ii) a statement to the effect that the Named Applicant is not, or will not be, registered (or licensed) under the CFA and, as a result, investor protections that might otherwise be available to clients of a registered adviser under that CFA will not be available to purchasers of securities of the Fund; and

E. this Order shall expire five years after the date hereof;

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

PURSUANT to subsection 3.1(1) of the CFA, the Commission hereby assigns to each Director, acting individually, the powers and duties vested in the Commission under subsection 78(1) of the CFA to:

- (i) vary the above Order, from time to time, by specifically naming any one or more CFM Affiliates that has filed an Identifying Notice, as described in paragraph 3, above, as a Named Applicant for the purposes of the Order, by issuing a Director's Consent, as described in paragraph 4, to the CFM Affiliate; and
- (ii) object, from time to time, to varying the above Order to specifically name any one or more CFM Affiliates that has filed an Identifying Notice, as described in paragraph 3, above, as a Named Applicant, by issuing to the CFM Affiliate an Objection Notice, as described in paragraph 5, above, provided, however, that, in the event of any such objection, the corresponding CFM Affiliate may, by notice in writing sent by registered mail to the Secretary of the Commission, within 30 days after receiving the Objection Notice, request and be entitled to a hearing and review of the objection by the Commission.

June 27, 2008

"Paulette Kennedy"
Commissioner
Ontario Securities Commission

"James E. A. Turner"
Commissioner
Ontario Securities Commission

SCHEDULE
FORM OF IDENTIFYING NOTICE
AND
DIRECTOR'S CONSENT

Part A: Identifying Notice to the Commission

To: Ontario Securities Commission (the **Commission**)
Attention: Manager, Registrant Regulation

From: [Insert name and address] (the **CFM Affiliate**)

Re: ***In the Matter of Capital Fund Management S.A. (CFM)***
OSC File No.: 2008/0383

The undersigned, being an authorized representative of the above CFM Affiliate, hereby represents to the Commission that:

1. On _____, 2008, the Commission issued an order (the **Order**), pursuant to section 80 of the *Commodity Futures Act* (Ontario) (the **CFA**), that each of the Named Applicants (as defined in the Decision containing the Order) is exempt from the adviser registration requirement in paragraph 22(1)(b) of the CFA in respect of the Named Applicant acting as an adviser to one or more of the Funds (as defined in the Decision), in respect of Foreign Contracts (as defined in the Decision), subject to certain terms and conditions specified in the Order.
2. The CFM Affiliate has attached a copy of the Decision to this Identifying Notice.
3. The CFM Affiliate is an affiliate of Capital Fund Management S.A.
4. The CFM Affiliate (whose name does not specifically appear in the Order) hereby applies to the Director, acting on behalf of the Commission under the Assignment in the Decision, to vary the Order to specifically name the CFM Affiliate as a Named Applicant for the purposes of the Order, pursuant to section 78 of the CFA.
5. The CFM Affiliate confirms the truth and accuracy of all the information set out in the Decision.
6. This Identifying Notice has been filed with the Commission not less than ten (10) days prior to the date on which the CFM Affiliate proposes to rely on the exemption from the adviser registration requirement in the CFA provided to Named Applicants in the Order, subject to the terms and conditions specified in the Order.
7. The CFM Affiliate has not relied, and will not rely, on such exemption unless and until it has received from the Director, a written Director's Consent, as provided in the form of Part B of the Schedule attached to the Decision.

Dated at _____ this ____ day of _____, 20__.

Name:

Title:

Part B: Director's Consent

To: _____ (the **CFM Affiliate**)

From: Director
Ontario Securities Commission

Re: ***In the Matter of Capital Fund Management S.A. (CFM)***
OSC File No.: 2008/0383

I acknowledge receipt from the CFM Affiliate of its Identifying Notice, dated _____, 20__, by which the CFM Affiliate has applied to the Director, acting on behalf of the Commission under the Assignment in the Decision attached to

Decisions, Orders and Rulings

Identifying Notice, to specifically name the CFM Affiliate as a Named Applicant for the purposes of the Order contained in the Decision.

Based on the representations contained in the Decision and in the Identifying Notice, and my being of the opinion that to do so would not be prejudicial to the public interest, on behalf of the Commission, as a Director for the purposes of the *Commodity Futures Act* (Ontario), I hereby vary the Order to specifically name the CFM Affiliate as a Named Applicant for the purposes of the Order.

Dated at _____ this ____ day of _____, 20____.

ONTARIO SECURITIES COMMISSION

By:

Name of Signatory:

Position of Signatory:

2.2.7 AIC Limited, s. 144

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

AND

AIC LIMITED

**AMENDMENT TO SETTLEMENT APPROVAL ORDER
(Section 144)**

WHEREAS the Commission issued an order dated December 16, 2004 approving a settlement agreement between AIC Limited (the "Respondent") and Staff of the Commission (the "Settlement Approval Order"), in which the Respondent agreed to a settlement of the proceeding commenced by a Notice of Hearing issued December 12, 2004 (the "Settlement Agreement");

AND WHEREAS the Settlement Agreement approved by the Settlement Approval Order included as Schedule "A", the requirement for a plan of distribution of settlement funds;

AND WHEREAS the Respondent's plan of distribution (the "Plan") was approved by Staff, the Chair and a Vice-Chair of the Commission on June 30, 2005 in accordance with the Settlement Approval Order;

AND WHEREAS the Plan provided for the distribution of settlement funds to affected investors (the "Affected Investors") in certain mutual funds managed by the Respondent (the "Relevant Funds");

AND WHEREAS the Plan provided that the payments represented by cheques in favour of the Affected Investors that were not cashed would be held in a trust account (the "Trust Account"), and that the Respondent would use reasonable efforts to attempt to locate the Affected Investors whose cheques were not cashed and who were entitled to payment of \$200 or more;

AND WHEREAS the Plan provided that shortly after June 1, 2008 all amounts remaining in the Trust Account would be paid to the Relevant Funds;

AND WHEREAS the Respondent wishes to extend by one year the date by which all amounts remaining in the Trust Account will be paid to the Relevant Funds, in order that the Respondent may attempt to distribute additional settlement funds directly to Affected Investors;

AND WHEREAS the Respondent seeks to amend the Settlement Approval Order, Staff of the Commission consent to the requested Order and the Commission has determined that it is in the public interest to issue an order that amends the Settlement Approval Order;

IT IS ORDERED that the Settlement Approval Order be amended to provide, pursuant to the Plan, that all

amounts remaining in the Trust Account will be paid to the Relevant Funds (or the appropriate successor entity of any Relevant Fund that has been merged or reorganized in the interim) shortly after June 1, 2009.

Dated at Toronto this "30th" day of June, 2008.

"James E. A. Turner"

"Suresh Thakrar"

2.2.8 CI Investments Inc., s. 144

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

AND

CI INVESTMENTS INC.

**AMENDMENT TO SETTLEMENT APPROVAL ORDER
(Section 144)**

WHEREAS the Commission issued an order dated December 16, 2004 approving a settlement agreement between CI Investments Inc. (the "Respondent") and Staff of the Commission (the "Settlement Approval Order"), in which the Respondent agreed to a settlement of the proceeding commenced by a Notice of Hearing issued December 12, 2004 (the "Settlement Agreement");

AND WHEREAS the Settlement Agreement approved by the Settlement Approval Order included as Schedule "A", the requirement for a plan of distribution of settlement funds;

AND WHEREAS the Respondent's plan of distribution (the "Plan") was approved by Staff, the Chair and a Vice-Chair of the Commission on June 30, 2005 in accordance with the Settlement Approval Order;

AND WHEREAS the Plan provided for the distribution of settlement funds to affected investors (the "Affected Investors") in certain mutual funds managed by the Respondent (the "Relevant Funds");

AND WHEREAS the Plan provided that the payments represented by cheques in favour of the Affected Investors that were not cashed would be held in a trust account (the "Trust Account"), and that the Respondent would use reasonable efforts to attempt to locate the Affected Investors whose cheques were not cashed and who were entitled to payment of \$200 or more;

AND WHEREAS the Plan provided that shortly after June 1, 2008 all amounts remaining in the Trust Account would be paid to the Relevant Funds;

AND WHEREAS the Respondent wishes to extend by one year the date by which all amounts remaining in the Trust Account will be paid to the Relevant Funds, in order that the Respondent may attempt to distribute additional settlement funds directly to Affected Investors;

AND WHEREAS the Respondent seeks to amend the Settlement Approval Order, Staff of the Commission consent to the requested Order and the Commission has determined that it is in the public interest to issue an order that amends the Settlement Approval Order;

IT IS ORDERED that the Settlement Approval Order be amended to provide, pursuant to the Plan, that all

amounts remaining in the Trust Account will be paid to the Relevant Funds (or the appropriate successor entity of any Relevant Fund that has been merged or reorganized in the interim) shortly after June 1, 2009.

Dated at Toronto this "30th" day of June, 2008.

"James E. A. Turner"

"Suresh Thakrar"

2.2.9 Franklin Templeton Investments Corp.
(‘FTIC’), s. 144

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

AND

FRANKLIN TEMPLETON INVESTMENTS CORP. (‘FTIC’)

**AMENDMENT TO SETTLEMENT APPROVAL ORDER
(Section 144)**

WHEREAS the Commission issued an order dated March 3, 2005 approving a settlement agreement between Franklin Templeton Investments Corp. (the “Respondent”) and Staff of the Commission (the “Settlement Approval Order”), in which the Respondent agreed to a settlement of the proceeding commenced by a Notice of Hearing issued February 28, 2005 (the “Settlement Agreement”);

AND WHEREAS the Settlement Agreement approved by the Settlement Approval Order included as Schedule “A”, the requirement for a plan of distribution of settlement funds;

AND WHEREAS the Respondent’s plan of distribution (the “Plan”) was approved by Staff, the Chair and a Vice-Chair of the Commission on June 30, 2005 in accordance with the Settlement Approval Order;

AND WHEREAS the Plan provided for the distribution of settlement funds to affected investors (the “Affected Investors”) in certain mutual funds managed by the Respondent (the “Relevant Funds”);

AND WHEREAS the Plan provided that the payments represented by cheques in favour of the Affected Investors that were not cashed would be held in a trust account (the “Trust Account”), and that the Respondent would use reasonable efforts to attempt to locate the Affected Investors whose cheques were not cashed and who were entitled to payment of \$200 or more;

AND WHEREAS the Plan provided that shortly after June 1, 2008 all amounts remaining in the Trust Account would be paid to the Relevant Funds;

AND WHEREAS the Respondent wishes to extend by one year the date by which all amounts remaining in the Trust Account will be paid to the Relevant Funds, in order that the Respondent may attempt to distribute additional settlement funds directly to Affected Investors;

AND WHEREAS the Respondent seeks to amend the Settlement Approval Order, Staff of the Commission consent to the requested Order and the Commission has determined that it is in the public interest to issue an order that amends the Settlement Approval Order;

IT IS ORDERED that the Settlement Approval Order be amended to provide, pursuant to the Plan, that all amounts remaining in the Trust Account will be paid to the Relevant Funds (or the appropriate successor entity of any Relevant Fund that has been merged or reorganized in the interim) shortly after June 1, 2009.

Dated at Toronto this “30th” day of June, 2008.

“James E. A. Turner”

“Suresh Thakrar”

2.2.10 I.G. Investment Management, Ltd., s. 144

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

AND

I.G. INVESTMENT MANAGEMENT, LTD.

**AMENDMENT TO SETTLEMENT APPROVAL ORDER
(Section 144)**

WHEREAS the Commission issued an order dated December 16, 2004 approving a settlement agreement between I.G. Investment Management, Ltd. (the "Respondent") and Staff of the Commission (the "Settlement Approval Order"), in which the Respondent agreed to a settlement of the proceeding commenced by a Notice of Hearing issued December 12, 2004 (the "Settlement Agreement");

AND WHEREAS the Settlement Agreement approved by the Settlement Approval Order included as Schedule "A", the requirement for a plan of distribution of settlement funds;

AND WHEREAS the Respondent's plan of distribution (the "Plan") was approved by Staff, the Chair and a Vice-Chair of the Commission on June 30, 2005 in accordance with the Settlement Approval Order

AND WHEREAS the Plan provided for the distribution of settlement funds to affected investors (the "Affected Investors") in certain mutual funds managed by the Respondent (the "Relevant Funds");

AND WHEREAS the Plan provided that the payments represented by cheques in favour of the Affected Investors that were not cashed would be held in a trust account (the "Trust Account"), and that the Respondent would use reasonable efforts to attempt to locate the Affected Investors whose cheques were not cashed and who were entitled to payment of \$200 or more;

AND WHEREAS the Plan provided that shortly after June 1, 2008 all amounts remaining in the Trust Account would be paid to the Relevant Funds;

AND WHEREAS the Respondent wishes to extend by one year the date by which all amounts remaining in the Trust Account will be paid to the Relevant Funds, in order that the Respondent may attempt to distribute additional settlement funds directly to Affected Investors;

AND WHEREAS the Respondent seeks to amend the Settlement Approval Order, Staff of the Commission consent to the requested Order and the Commission has determined that it is in the public interest to issue an order that amends the Settlement Approval Order;

IT IS ORDERED that the Settlement Approval Order be amended to provide, pursuant to the Plan, that all amounts remaining in the Trust Account will be paid to the Relevant Funds (or the appropriate successor entity of any Relevant Fund that has been merged or reorganized in the interim) shortly after June 1, 2009.

Dated at Toronto this "30th" day of June, 2008.

"James E. A. Turner"

"Suresh Thakrar"

2.2.11 Sentry Select Capital Corp, et al.

Headnote

Transfer of assets between non-redeemable investment funds in connection with proposed merger exempted from the self-dealing prohibition in paragraph 118(2)(b) of the Act and subsection 115(6) of the Regulation – Merger subject to unitholder approval – All costs of the Merger to be borne by the Manager.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., paragraph 118(2)(b) and clause 121(2)(a)(ii).
Ontario Regulation 1015 - General Regulation made under the Securities Act, R.R.O. 1990, Reg. 1015, as am., subsection 115(6).

July 2, 2008

ORDER

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO

AND

IN THE MATTER OF
SENTRY SELECT CAPITAL CORP. (THE "FILER")
AND SELECT 50 S-1 INCOME TRUST II
AND SELECT 50 S-1 INCOME TRUST (COLLECTIVELY,
THE "FUNDS")

Background

The Ontario Securities Commission (the "OSC") has received an application from the Filer for a decision under the securities legislation of Ontario (the "Legislation") granting relief from:

- (a) the restriction in paragraph 118(2)(b) of the *Securities Act* (Ontario) (the "Act") which prohibits a portfolio manager from purchasing or selling the securities of any issuer from or to the account of any associate of the portfolio manager, and
- (b) the restriction in subsection 115(6) of Ontario Regulation 1015, which prohibits a purchase or sale of any security in which an associate of an investment counsel has a direct or indirect beneficial interest from or to any portfolio managed or supervised by the investment counsel,

in connection with the transfer of the investment portfolio of Select 50 S-1 Income Trust II (the "Terminating Fund") to Select 50 S-1 Income Trust (the "Continuing Fund") as a step in a proposed merger between the Funds (the "Requested Relief").

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 intends to merge the Terminating Fund and the Continuing Fund (the "Merger"), which will involve the transfer of assets of the Terminating Fund in exchange for units of the Continuing Fund (the "Continuing Fund Units").
2. At the time the Merger is effected, the Filer will be the "portfolio manager" or "investment counsellor" for each of the Terminating Fund and the Continuing Fund for purposes of the Legislation.
3. The Filer is registered in Ontario as an adviser under the categories of Investment Counsel and Portfolio Manager.
4. As well, the Filer is the manager and trustee of the Funds.
5. The transfer of the investment portfolio of the Terminating Fund to the Continuing Fund as a step in the Merger may be considered a sale of securities caused by the "portfolio manager" from the Terminating Fund to the account of an associate of the "portfolio manager", contrary to the Legislation.
6. The transfer of the investment portfolio of the Terminating Fund to the Continuing Fund as a step in the Merger may be considered a sale of securities in which an associate of an investment counsel has a direct or indirect beneficial interest to a portfolio managed or supervised by the investment counsel, contrary to the Legislation.
7. Each Fund was established pursuant to a declaration of trust under the laws of the Province of Ontario. Each Fund is a "non-redeemable investment fund" as defined in the Legislation and is not a mutual fund for purposes of the Legislation.
8. Select 50 S-1 Income Trust II (the Terminating Fund) offered its units in all of the Provinces of Canada pursuant to a

- final prospectus dated October 30, 2003 and its units are listed on the Toronto Stock Exchange (“**TSX**”).
9. Select 50 S-1 Income Trust (the Continuing Fund) offered its units in all of the Provinces of Canada pursuant to a final prospectus dated July 30, 2003 and its units are listed on the TSX.
 10. Unitholders of the Terminating Fund approved the Merger at a special meeting of unitholders held on June 23, 2008 (the “**Meeting**”). In connection with the Meeting, the Filer, as manager of the Terminating Fund, sent to the unitholders of the Terminating Fund a notice of special unitholders meeting and management information circular each dated May 22, 2008 and a related form of proxy (collectively, the “**Meeting Materials**”). It is proposed that the Merger will occur on or about July 4, 2008 (the “**Merger Date**”), subject to regulatory approvals, where necessary.
 11. Unitholders of the Terminating Fund were provided with tax disclosure about the ramifications of the Merger in the Meeting Materials.
 12. As required by National Instrument 81-107, an Independent Review Committee (“**IRC**”) has been appointed by the Filer, and the Filer presented the terms of the Merger to the IRC for a recommendation. The IRC reviewed the proposed Merger and it was recommended that it be put to unitholders of the Terminating Fund for their consideration on the basis that the Merger would achieve a fair and reasonable result for each of the Funds.
 13. The Terminating Fund and the Continuing Fund will jointly elect for the Merger to be completed on a tax-deferred basis.
 14. The Merger is expected to take place using the following steps:
 - (a) The Terminating Fund will transfer all of its assets to the Continuing Fund in exchange for units of the Continuing Fund and the assumption by the Continuing Fund of all of the liabilities of the Terminating Fund. The units of the Continuing Fund received by the Terminating Fund will have an aggregate net asset value (“**NAV**”) equal to the NAV of the Terminating Fund and will be issued at the NAV per unit of the Continuing Fund in each case as of the close of business on the business day prior to Merger Date.
 - (b) Immediately thereafter, the units of the Continuing Fund received by the Terminating Fund will be distributed to unitholders of the Terminating Fund in proportion to the number of units they held in the Terminating Fund. Each unitholder will receive units of the Continuing Fund having the same aggregate NAV as their units of the Terminating Fund as of the close of business on the business day prior to the Merger Date.
 - (c) As soon as reasonably possible following the Merger, the Terminating Fund will be wound up.
 - (d) The Filer will issue a press release forthwith after the Merger is completed announcing the completion of the Merger and the ratio by which units of the Terminating Fund were exchanged for units of the Continuing Fund. The records of the broker or other intermediary through whom a unit-holder holds his, her or its units should reflect the Merger within five business days after the Merger.
 15. The Filer issued a press release to announce the approval of the Merger.
 16. No sales charges, redemption fees or other fees or commissions will be payable by unitholders of the Funds in connection with the Merger. All costs and expenses associated with the Merger will be borne by the Filer.
 17. The Funds have virtually identical investment objectives, and identical fee structures and valuation procedures.
 18. In the opinion of the Filer, the Merger will not adversely affect unitholders of the Terminating Fund or the Continuing Fund and will in fact be in the best interests of unitholders of each of the Funds.
 19. In the absence of this order, the Filer would be prohibited from purchasing and

selling the securities of the Terminating Fund in connection with the Merger.

Decision

The Decision Maker 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 Maker under the Legislation is that the Requested Relief is granted.

“Paulette Kennedy”
Commissioner

“Suresh Thakrar”
Commissioner

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 Betty Leung

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

AND

**IN THE MATTER OF
BETTY LEUNG**

SETTLEMENT AGREEMENT

PART I – INTRODUCTION

1. By Notice of Hearing dated June 23, 2008, the Ontario Securities Commission announced that it proposed to hold a hearing to consider whether, pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”), it is in the public interest for the Commission to make orders as specified therein.

PART II – JOINT SETTLEMENT RECOMMENDATION

2. Staff of the Commission (“Staff”) agree to recommend settlement of the proceeding initiated by the Notice of Hearing against Betty Leung (“Leung”) in accordance with the terms and conditions set out below. Leung consents to the making of an order against her in the form attached as Schedule “A” on the basis of the facts set out below.

PART III – AGREED FACTS

3. For the purposes of this settlement hearing and any administrative proceeding commenced by another Canadian securities commission only, Leung agrees with the facts in Part III and the conclusion in Part IV of this Settlement Agreement (“the Settlement Agreement”).
4. Leung is a resident of Toronto. She is 53 years old. She has been a legal secretary in Canada since 1989. At the material time described below, Leung was employed as a legal secretary at the law firm, Bennett Jones LLP, in Toronto. In particular, she worked for a partner whose practice is primarily in relation to merger and acquisition transactions.
5. Leung acquired confidential material information about various potential transactions in her role as a legal secretary through communications with other staff working on the transactions or from review of file materials, including email. Leung was aware that she could not lawfully trade securities of reporting issuers while she possessed undisclosed confidential material information about potential transactions involving those issuers. She acknowledges that she owed a duty of confidentiality to her employer and to the clients of her employer.
6. Pursuant to s.76(5)(c) of the *Act*, Leung was a person in a special relationship with the reporting issuers involved in the merger and acquisition transactions on which Bennett Jones LLP advised.
7. Over the period from April, 2005 to March, 2008, with knowledge of confidential material facts that Leung became aware of during her employment, Leung bought and sold securities in eight reporting issuers which are listed on the TSX.
8. Leung purchased the securities using two accounts in her own name, one account in the name of her husband and one account in the name of her parents. While she traded frequently, she usually purchased or sold approximately 200-800 shares at a time. The total profit she made from trading the securities of the above-named reporting issuers over the material period was \$51,568.61. The trading in these circumstances was not material to the reporting issuers whose securities she traded.

9. At the time Leung purchased and sold the securities, the confidential material facts she knew in respect of the reporting issuers related to possible merger and acquisition transactions or other corporate transactions. These material facts had not been generally disclosed to the public.
10. Leung fully cooperated in Staff's investigation, promptly submitting to an interview by Staff and expressing remorse.

PART IV – CONDUCT CONTRARY TO THE PUBLIC INTEREST

11. By engaging in the conduct described above, Leung has breached s.76(1) of the *Act* and has acted contrary to the public interest.

PART V – TERMS OF SETTLEMENT

12. Leung agrees to the terms of settlement listed below.
13. The Commission will make an order, pursuant to s.127(1) and s.127.1, that:
 - a. the Settlement Agreement is approved;
 - b. trading in any securities by Leung cease permanently from the date of the approval of the Settlement Agreement, except that Leung is permitted to trade only in mutual fund securities in one account on her own behalf, one account on behalf of her registered retirement savings plan, and one account on behalf of her locked-in pension plan, through no more than two registered dealers, to whom she must give a copy of this Order at the time she opens or modifies these accounts;
 - c. acquisition of any securities by Leung is prohibited permanently from the date of the approval of the Settlement Agreement, except that Leung is permitted to acquire mutual fund securities in one account on her own behalf, one account on behalf of her registered retirement savings plan, and one account on behalf of her locked-in pension plan, through no more than two registered dealers, to whom she must give a copy of this Order at the time she opens or modifies these accounts;
 - d. Notwithstanding paragraphs (b) and (c) above, Leung shall have 60 days from the date of this order to effect liquidating trades only of any non-mutual fund securities that she owns beneficially or over which she exercises direction or control;
 - e. Leung pay the amount of \$90,244.00 to the Commission within 60 days of this order for allocation to or for the benefit of third parties in accordance with s.3.4(2) of the *Act*; and
 - f. Leung pay costs of the investigation to the Commission in the amount of \$5000 within 60 days of this order.

PART VI – STAFF COMMITMENT

14. If this Settlement Agreement is approved by the Commission, Staff will not initiate any proceeding under Ontario securities law in relation to the facts set out in Part III herein, subject to the provisions of paragraph 19 below.
15. If this Settlement Agreement is approved by the Commission and at any subsequent time Leung fails to honour the terms of the Settlement Agreement, Staff reserve the right to bring proceedings under Ontario securities law against Leung based on, but not limited to, the facts set out in Part III herein as well as the breach of the Settlement Agreement.

PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT

16. Approval of this Settlement Agreement will be sought at a public hearing before the Commission scheduled for June 25, 2008, or such other date as may be agreed to by Staff and Leung, in accordance with the procedures set out herein and the Commission's Rules of Practice.
17. Staff and Leung agree that this Settlement Agreement will constitute the entirety of the agreed facts to be submitted at the settlement hearing regarding Leung's conduct, unless the parties agree that further facts should be submitted at the settlement hearing.
18. If this Settlement Agreement is approved by the Commission, Leung agrees to waive all rights to a full hearing, judicial review, or appeal of this matter under the *Act*.

19. If this Settlement Agreement is approved by the Commission, neither party will make any public statement that is inconsistent with this Settlement Agreement or inconsistent with any additional agreed facts submitted at the settlement hearing.
20. Whether or not this Settlement Agreement is approved by the Commission, Leung agrees that she will not, in any proceeding, refer to or rely upon this Settlement Agreement or the negotiation or process of approval of this agreement as the basis for any attack on the Commission's jurisdiction, alleged bias, alleged unfairness or any other remedies or challenges that may otherwise be available.

PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT

21. If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or the order attached as Schedule "A" to this Settlement Agreement is not made by the Commission:
 - i. this Settlement Agreement and its terms, including all discussions and negotiations between Staff and Leung prior to the settlement hearing, shall be without prejudice to Staff and Leung; and
 - ii. each of Staff and Leung will be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of the allegations contained in the Statement of Allegations, unaffected by the Settlement Agreement or the settlement discussions/negotiations.
22. The terms of the Settlement Agreement will be treated as confidential by both parties until approved by the Commission. Any obligations of confidentiality will terminate upon approval of the Settlement Agreement by the Commission. The terms of the Settlement Agreement will be treated as confidential forever if the Settlement Agreement is not approved for any reason whatsoever by the Commission, except with the written consent of both Leung and Staff or as may be required by law.

PART IX – EXECUTION OF SETTLEMENT AGREEMENT

23. This agreement may be signed in one or more counterparts which together will constitute a binding agreement.
24. A facsimile copy of any signature will be as effective as an original signature.

Dated this 23rd day of June 2008.

STAFF OF THE ONTARIO SECURITIES COMMISSION

"Michael Watson"

"Betty Leung"

"David Hausman"

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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
Arura Pharma Inc.	20 June 08	02 July 08	02 July 08	
Lions Petroleum Inc.	24 June 08	04 July 08		

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

* There were no Management Cease Trading Orders for this week

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
Argus Corporation Limited	25 May 04	03 June 04	03 Jun 04		
CoolBrands International Inc.	30 Nov 06	13 Dec 06	13 Dec 06		
Fareport Capital Inc.	13 July 07	26 Jul7 07	26 July 07		
Hip Interactive Corp.	04 July 05	15 July 05	15 July 05		
SunOpta Inc.	20 Feb 08	04 Mar 08	04 Mar 08		
Warwick Communications Inc.	02 May 08	15 May 08	15 May 08		
Onepak, Inc.	05 May 08	16 May 08	16 May 08		
Onco Petroleum Inc.	09 May 08	22 May 08	22 May 08		
iSCOPE Inc.	06 June 08	19 June 08	19 June 08		

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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
02/29/2008 to 03/28/2008	3	Ares Corporate Opportunities Fund III, L.P. - Limited Partnership Interest	674,505,000.00	675,000,000.00
12/13/2007 to 06/02/2008	3	ASG Limited Partnership No. 34 - Limited Partnership Units	1,300,000.00	1,300.00
06/12/2008	1	Blue Parrot Energy Inc. - Common Shares	7,200,000.00	7,200,000.00
04/02/2008	5	Business Propulsion Systems Inc. - Debentures	2,520,000.00	1,250,000.00
06/10/2008	176	Canada Energy Partners Inc. - Flow-Through Shares	24,999,480.00	4,237,000.00
06/10/2008	176	Canada Energy Partners Inc. - Non Flow-Through Shares	24,999,480.00	16,949,000.00
06/20/2008	1	Canadian Auto Retail Lease Trust No. 10 - Note	461,971,400.53	1.00
06/11/2008	9	Canadian Hydro Developers, Inc. - Debentures	75,900,000.00	55,500,000.00
06/13/2008	9	Claude Resources Inc. - Units	1,051,000.00	1,051,000.00
06/14/2008 to 06/20/2008	7	CMC Markets Canada Inc. - Contracts for Differences	40,200.00	7.00
06/18/2008	16	Colombia Goldfields Ltd. - Special Warrants	9,491,950.00	11,167,000.00
06/16/2008	3	Copper Ridge Explorations Inc. - Flow-Through Shares	600,000.00	6,000,000.00
06/16/2008	3	Copper Ridge Explorations Inc. - Options	600,000.00	600,000.00
06/16/2008	3	Copper Ridge Explorations Inc. - Warrants	600,000.00	3,000,000.00
06/05/2008	65	Coronation Minerals Inc. - Flow-Through Units	4,869,299.88	9,862,778.00
06/05/2008	65	Coronation Minerals Inc. - Units	4,869,299.88	17,188,888.00
06/18/2008	6	Detector Resources Ltd. - Debentures	495,000.00	495,000.00
04/28/2008	5	Eaton Corporation - Common Shares	25,959,822.00	306,600.00
06/05/2008	3	EDP Renovaveis, S.A. - Common Shares	22,842,000.00	1,800,000.00
06/01/2008	2	Flatiron Market Neutral LP - Limited Partnership Units	675,000.00	588,487.00

Notice of Exempt Financings

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price (\$)	No of Securities Distributed
06/09/2008	54	Gateway Gold Corp. - Units	1,299,000.00	5,196,000.00
06/06/2008	7	Hallstone Developments Inc. - Common Shares	605,605.00	605.00
06/16/2008 to 06/17/2008	7	IGW Real Estate Investment Trust - Trust Units	592,317.00	516,121.00
04/25/2008	2	Intrepid Potash, Inc. - Common Shares	64,440.00	2,000.00
06/10/2008	29	Junex Inc. - Common Shares	22,177,400.00	3,577,000.00
06/18/2008	115	Kavalmedia Services Ltd. - Common Shares	2,420,650.00	2,440,650.00
06/18/2008	115	Kavalmedia Services Ltd. - Warrants	2,420,650.00	1,220,325.00
06/16/2008	24	Kinwest 2008 Energy Inc. - Common Shares	5,738,000.00	5,738,000.00
06/20/2008	2	Kleer Semiconductor Corporation - Preferred Shares	178,010.10	1,000,000.00
06/09/2008	2	Lehman Brothers Holdings Inc. - Common Shares	8,589,000.00	300,000.00
06/09/2008	1	Lehman Brothers Holdings Inc. - Preferred Shares	2,045,000.00	2,000.00
03/27/2008 to 05/22/2008	80	Longbow Capital Limited Partnership #17 - Limited Partnership Units	8,484,000.00	8,484.00
06/12/2008	18	Lynden Energy Corp. - Units	7,215,000.00	5,550,000.00
05/24/2008	2	MBK Partners Fund II, L.P. - Limited Partnership Units	395,600,000.00	2.00
06/11/2008	52	Mission Hills Capital Partners China Fund One Limited Partnership - Limited Partnership Units	7,045,000.00	140.90
06/05/2008	10	MonoGen, Inc. - Units	1,494,701.00	1,494,701.00
06/12/2008	26	Mooncor Oil & Gas Corp. - Flow-Through Units	2,500,000.00	10,000,000.00
06/12/2008	26	Mooncor Oil & Gas Corp. - Units	2,500,000.00	3,333,333.00
06/10/2008	1	NetApp, Inc. - Notes	2,054,000.00	2,000,000.00
06/05/2008	4	New Life Capital Investments Inc. - Units	165,000.00	33,000.00
05/09/2008	2	New World Resources N.V. - Common Shares	2,856,700.00	110,000.00
06/09/2008 to 06/13/2008	7	Newport Canadian Equity Fund - Units	166,988.86	1,074.59
06/05/2008 to 06/13/2008	5	Newport Fixed Income Fund - Units	331,924.00	3,262.37

Notice of Exempt Financings

Transaction Date	No of Purchasers	Issuer/Security	Total Purchase Price (\$)	No of Securities Distributed
06/13/2008	1	Newport Global Equity Fund - Units	15,000.00	197,519.00
06/05/2008 to 06/13/2008	24	Newport Yield Fund - Units	517,628.55	4,134.27
06/18/2008	9	Newstrike Resources Ltd. - Flow-Through Shares	1,089,900.00	1,816,500.00
06/13/2008	24	Normabec Mining Resources Ltd. - Units	1,338,100.45	3,923,144.00
06/09/2008 to 06/16/2008	11	North American Limestone Corporation - Common Shares	1,270,000.00	12,700,000.00
06/12/2008	4	Peace Arch Entertainment Group Inc. - Common Shares	431,588.22	431,588.00
06/17/2008	45	Phoscan Chemical Corp. - Common Shares	55,100,000.00	29,000,000.00
06/12/2008 to 06/17/2008	3	Ranchlands I Limited Partnership - Loans	600,000.00	600,000.00
06/12/2008	35	Riverstone Resources Inc. - Units	1,582,818.18	4,165,311.00
06/13/2008	2	Rockhaven Resources Ltd. - Options	650,000.00	80,000.00
06/13/2008	2	Rockhaven Resources Ltd. - Units	650,000.00	1,000,000.00
06/12/2008	7	Royal Bank of Canada - Notes	1,534,800.00	1,000.00
05/30/2008	12	Sextant Strategic Opportunities Hedge Fund LP - Units	503,096.00	15,375.00
06/13/2008	1	South Boulder Mines Ltd. - Units	1,290,000.00	4,300,000.00
06/09/2008	6	State Street Corporation - Common Shares	48,167,735.00	671,000.00
06/13/2008	12	Teras Resources Inc. - Units	303,630.53	1,598,057.00
06/06/2008 to 06/18/2008	72	Uranium North Resources Corp. - Flow-Through Shares	4,059,108.90	13,530,363.00
04/02/2008 to 05/27/2008	32	West Hawk Development Corp. - Units	2,001,500.00	10,007,500.00
06/10/2008	12	X-CAL Resources Ltd. - Units	645,000.00	8,062,500.00

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:

AIM Canadian Premier Class
AIM Trimark Dialogue Growth Portfolio
AIM Trimark Dialogue Growth with Income Portfolio
AIM Trimark Dialogue Income Portfolio
AIM Trimark Dialogue Income with Growth Portfolio
AIM Trimark Dialogue Long-Term Growth Portfolio
Trimark Global Balanced Class
Trimark Select Growth Class
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectuses dated June 27, 2008
NP 11-202 Receipt dated June 30, 2008

Offering Price and Description:

Series T4, T6, T8 Units and T4, T6, T8 Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

AIM Funds Management Inc.
Project #1287468

Issuer Name:

Bear Creek Mining Corporation
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated June 26, 2008
NP 11-202 Receipt dated June 26, 2008

Offering Price and Description:

\$21,547,500.00 - 4,225,000 Units
Price: \$5.10 per Unit

Underwriter(s) or Distributor(s):

Haywood Securities Inc.
Canaccord Capital Corporation
Paradigm Capital Inc.
Scotia Capital Inc.

Promoter(s):

-

Project #1286797

Issuer Name:

Antrim Energy Inc.
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated June 27, 2008
NP 11-202 Receipt dated June 27, 2008

Offering Price and Description:

\$50,003,000.00 - 16,130,000 Common Shares Price: \$3.10
per Common Share

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.
Wellington West Capital Markets Inc.
Cormark Securities Inc.
Research Capital Corporation

Promoter(s):

-

Project #1287409

Issuer Name:

Canadian Equity Alpha Corporate Class
Canadian Equity Diversified Corporate Class
Canadian Equity Diversified Pool
Canadian Equity Growth Corporate Class
Canadian Equity Growth Pool
Canadian Equity Small Cap Corporate Class
Canadian Equity Small Cap Pool
Canadian Equity Value Corporate Class
Canadian Equity Value Pool
Canadian Fixed Income Corporate Class
Canadian Fixed Income Pool
Cash Management Pool
Emerging Markets Equity Corporate Class
Emerging Markets Equity Pool
Enhanced Income Corporate Class
Enhanced Income Pool
Global Fixed Income Corporate Class
Global Fixed Income Pool
International Equity Alpha Corporate Class
International Equity Diversified Corporate Class
International Equity Diversified Pool
International Equity Growth Corporate Class
International Equity Growth Pool
International Equity Value Corporate Class
International Equity Value Currency Hedged Corporate Class
International Equity Value Pool
Real Estate Investment Corporate Class
Real Estate Investment Pool
Short Term Income Corporate Class
Short Term Income Pool
US Equity Alpha Corporate Class
US Equity Diversified Corporate Class
US Equity Diversified Pool
US Equity Growth Corporate Class
US Equity Growth Pool
US Equity Small Cap Corporate Class
US Equity Small Cap Pool
US Equity Value Corporate Class
US Equity Value Currency Hedged Corporate Class
US Equity Value Pool
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectuses dated June 26, 2008
NP 11-202 Receipt dated June 27, 2008

Offering Price and Description:

(A, AT5, AT8, E, ET5, ET8, F, W, WT5, WT8, I, IT5 and IT8 Shares and Class E and I Units)

Underwriter(s) or Distributor(s):

United Financial Corporation
Assante Capital Management Ltd.
Assante Financial Management Ltd.

Promoter(s):

United Financial Corporation

Project #1286786

Issuer Name:

Chava Resources Ltd.
Principal Regulator - British Columbia

Type and Date:

Preliminary Long Form Prospectus dated June 25, 2008
NP 11-202 Receipt dated June 27, 2008

Offering Price and Description:

\$200,000.00 - 2,000,000 Common Shares Price - \$0.10 per Common Share

Underwriter(s) or Distributor(s):

Wolverton Securities Ltd.

Promoter(s):

Aaron Keay
Darryl S. Cardey
Project #1286958

Issuer Name:

Cirrus Energy Corporation
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated June 26, 2008
NP 11-202 Receipt dated June 27, 2008

Offering Price and Description:

\$ 50,050,000.00 - 11,000,000 Common Shares Price: \$4.55 per Common Share

Underwriter(s) or Distributor(s):

Tristone Capital Inc.
BMO Nesbitt Burns Inc.
FirstEnergy Capital Corp.

Promoter(s):

-

Project #1287027

Issuer Name:

Colombia Goldfields Ltd.

Type and Date:

Preliminary MJDS Prospectus dated June 23, 2008
Received on June 26, 2008

Offering Price and Description:

US \$9,491,950.00 - 11,167,000 Common Shares and

11,167,000 Share Purchase Warrants

(Upon the exercise of 11,167,000 previously issued Special Warrants)

Price: \$US 0.85 per Special Warrant

Underwriter(s) or Distributor(s):

Thomas Weisel Partners Canada Inc.
Wellington West Capital Markets Inc.

Promoter(s):

-

Project #1286126

Issuer Name:

Equitable Group Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated June 27, 2008
NP 11-202 Receipt dated June 30, 2008

Offering Price and Description:

\$34,400,000.00 - 1,600,000 Common Shares
Price: \$21.50 per Share

Underwriter(s) or Distributor(s):

GMP Securities L.P.
TD Securities Inc.
BMO Nesbitt Burns Inc.
Cormark Securities Inc.
CIBC World Markets Inc.
Scotia Capital Inc.
Clarus Securities Inc.

Promoter(s):

-

Project #1287864

Issuer Name:

Faircourt Global Agrifood Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated June 25, 2008
NP 11-202 Receipt dated June 26, 2008

Offering Price and Description:

Maximum \$ * - * Combined Units
(Each Combined Unit consisting of one Unit and one
Warrant for one Unit)

Price - \$10.00 per Combined Unit
Minimum Purchase - 100 combined Units

Underwriter(s) or Distributor(s):

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

Promoter(s):

Faircourt Asset Management Inc.

Project #1286226

Issuer Name:

Front Street Real Estate 2008 Limited Partnership
Principal Regulator - Ontario

Type and Date:

Amended and Restated Preliminary Long Form Prospectus
dated June 26, 2008

Mutual Reliance Review System Receipt dated June 26,
2008

Offering Price and Description:

\$75,000,000.00
(Maximum offering - 7,500,000 Units)
(Minimum Offering * Units)
Price - \$10.00 per Class B Unit and \$10.00 per Class F
Unit
Minimum Purchase \$5,000 (500 Class B Units or 500 Class
F Units)

Underwriter(s) or Distributor(s):

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

Promoter(s):

FS GP V Corp.
Front Street Investment Management Inc.

Project #1219513

Issuer Name:

MGM Energy Corp.
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated June 25, 2008
NP 11-202 Receipt dated June 25, 2008

Offering Price and Description:

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

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.
Peters & Co. Limited
Cormark Securities Inc.
BMO Nesbitt Burns Inc.
Scotia Capital Inc.
Canaccord Capital Corporation
Firstenergy Capital Corp.

Promoter(s):

-

Project #1286016

Issuer Name:

MGM Energy Corp.
Principal Regulator - Alberta

Type and Date:

Amended and Restated Preliminary Short Form Prospectus
June 26, 2008

NP 11-202 Receipt dated June 26, 2008

Offering Price and Description:

\$80,107,500.00 - 82,000,000 Common Shares;
52,250,000 Flow-Through Common Shares
Price: \$0.55 per Share and \$0.67 per Flow-Through Share

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.

Peters & Co. Limited

Cormark Securities Inc.

BMO Nesbitt Burns Inc.

Scotia Capital Inc.

Canaccord Capital Corporation

Firstenergy Capital Corp.

Promoter(s):

-

Project #1286016

Issuer Name:

Nufcor Uranium Limited
Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated June 27, 2008

NP 11-202 Receipt dated June 27, 2008

Offering Price and Description:

\$ * - * Shares

Price - \$ * per Share

Underwriter(s) or Distributor(s):

Canaccord Capital Corporation

Deutsche Bank Securities Limited

BMO Nesbitt Burns Inc.

CIBC World Markets Inc.

TD Securities Inc.

GMP Securities L.P.

Promoter(s):

-

Project #1287265

Issuer Name:

Rockbridge Energy Inc.
Principal Regulator - British Columbia

Type and Date:

Preliminary Long Form Prospectus dated June 24, 2008

NP 11-202 Receipt dated June 26, 2008

Offering Price and Description:

Minimum Offering 6,600,000 Units (\$1,650,000.00);

Maximum Offering 9,000,000 Units (\$2,250,000.00)

Price: \$0.25 per Unit

Underwriter(s) or Distributor(s):

-

Promoter(s):

Gary Mathiesen

Stephen Mathiesen

Project #1286134

Issuer Name:

Saratoga Gold Company Ltd.
Principal Regulator - British Columbia

Type and Date:

Preliminary Long Form Prospectus dated June 25, 2008

NP 11-202 Receipt dated June 27, 2008

Offering Price and Description:

\$3,000,000.00 - \$4,000,000 Units Price - \$0.75 per Unit

Underwriter(s) or Distributor(s):

Haywood Securities Inc.

Promoter(s):

Norman Burmeister

Project #1287020

Issuer Name:

Treasury Metals Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated June 25, 2008

NP 11-202 Receipt dated June 27, 2008

Offering Price and Description:

\$5,151,996.00 - 2,281,875 Common Shares and 912,750

Common Share Purchase Warrants

Issuable on Automatic Exercise of 1,825,500 Previously
Issued Unit Special Warrants

and 652,607 Common Shares Issuable on Automatic
Exercise of 652,607 Previously

Issued Flow-Through Special Warrants

Price - \$2.00 Per Unit Special Warrant and \$2.30 per Flow-
Through Special Warrant

Underwriter(s) or Distributor(s):

Thomas Weisel Partners Canada Inc.

Dundee Securities Corporation

Haywood Securities Inc.

Promoter(s):

Laramide Resources Ltd.

Project #1286133

Issuer Name:

Advantaged Preferred Share Trust
Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated June 26, 2008
NP 11-202 Receipt dated June 26, 2008

Offering Price and Description:

Maximum \$25,000,000.00 (Approximately 1,162,790 Units)
Price - \$21.50 per Unit

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.
CIBC World Markets
National Bank Financial Inc.
Scotia Capital Inc.
TD Securities Inc.
Raymond James Ltd.
HSBC Securities (Canada) Inc.
Desjardins Securities Inc.
Berkshire Securities Inc.
Blackmont Capital Inc.
Canaccord Capital Corporation
Dundee Securities Corporation
Richardson Partners Financial Ltd.
Wellington West Capital Inc.

Promoter(s):

RBC Dominion Securities Inc.

Project #1278422

Issuer Name:

Blackwater Capital Corp.
Principal Regulator - Alberta

Type and Date:

Final CPC Prospectus dated June 24, 2008
NP 11-202 Receipt dated June 27, 2008

Offering Price and Description:

\$360,000.00 - 1,800,000 common shares Price: \$0.20 per common share

Underwriter(s) or Distributor(s):

Haywood Securities Inc.

Promoter(s):

Rodney J. McCann

Project #1263478

Issuer Name:

Credential Money Market Fund
Credential Select Balanced Portfolio
Credential Select Conservative Portfolio
Credential Select Growth Portfolio
Credential Select High Growth Portfolio
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated June 25, 2008
NP 11-202 Receipt dated June 27, 2008

Offering Price and Description:

Mutual fund trust units at net asset value

Underwriter(s) or Distributor(s):

Credential Asset Management Inc.

Promoter(s):

-

Project #1268507

Issuer Name:

Dynamic Power Global Balanced Class
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus dated June 24, 2008
NP 11-202 Receipt dated June 25, 2008

Offering Price and Description:

Sereis, A, Series F, Series I and Series O Shares

Underwriter(s) or Distributor(s):

Goodman & Company, Investment Counsel Ltd.

Promoter(s):

Goodman & Company, Investment Counsel Ltd.

Project #1268273

Issuer Name:

Dynamic Power Global Navigator Class
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus dated June 24, 2008
NP 11-202 Receipt dated June 25, 2008

Offering Price and Description:

SEries A, F, I and O Shares

Underwriter(s) or Distributor(s):

Goodman & Company, Investment Counsel Ltd.

Promoter(s):

Goodman & Company, Investment Counsel Ltd.

Project #1268270

Issuer Name:

Franklin Templeton Canadian Core Equity Fund
Franklin Templeton Canadian Large Cap Fund
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated June 25, 2008
NP 11-202 Receipt dated June 26, 2008

Offering Price and Description:

Series O Units @ Net Asset Value

Underwriter(s) or Distributor(s):

Franklin Templeton Investments Corp.

Promoter(s):

-

Project #1278305

Issuer Name:

Jov Canadian Equity Class
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus dated June 25, 2008
NP 11-202 Receipt dated June 27, 2008

Offering Price and Description:

Mutual fund securities at net asset value

Underwriter(s) or Distributor(s):

-

Promoter(s):

JovFunds Management Inc.

Project #1268041

Issuer Name:

Lorus Therapeutics Inc.
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated June 27, 2008
NP 11-202 Receipt dated June 27, 2008

Offering Price and Description:

\$7,073,775.00 - Four Rights to purchase One Unit at a purchase price of \$0.13 per Unit

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1282368

Issuer Name:

Mackenzie Cundill Recovery Fund
Principal Regulator - Ontario

Type and Date:

Amendment #4 dated June 24, 2008 to Final Simplified Prospectus and Annual Information Form dated November 14, 2007

NP 11-202 Receipt dated June 26, 2008

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

Quadrus Investment Services Ltd.

Promoter(s):

Mackenzie Financial Corporation

Project #1166245

Issuer Name:

MD American Growth Fund (formerly MD US Large Cap Growth Fund)

MD American Value Fund (formerly MD US Large Cap Value Fund)

MD Balanced Fund

MD Bond and Mortgage Fund

MD Bond Fund

MD Dividend Fund

MD Equity Fund

MD Growth Investments Limited

MD Income & Growth Fund

MD International Growth Fund

MD International Value Fund

MD Money Fund

MD Select Fund

MDPIM Canadian Equity Pool

MDPIM US Equity Pool

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated June 25, 2008

NP 11-202 Receipt dated June 27, 2008

Offering Price and Description:

Mutual Fund Securities @ Net Asset Value

Underwriter(s) or Distributor(s):

MD Management Limited

Promoter(s):

-

Project #1271460

Issuer Name:

National Bank of Canada
Principal Regulator - Quebec

Type and Date:

Final Short Form Prospectus dated June 25, 2008
NP 11-202 Receipt dated June 26, 2008

Offering Price and Description:

\$350,000,000.00 - 350,000 Trust Capital Securities— Series 2 (NBC CapS II™ — Series 2)

Underwriter(s) or Distributor(s):

National Bank Financial Inc.

RBC DOMINION SECURITIES INC.

MERRILL LYNCH CANADA INC.

CIBC WORLD MARKETS INC.

TD SECURITIES INC.

BMO NESBITT BURNS INC.

HSBC SECURITIES (CANADA) INC.

SCOTIA CAPITAL INC.

LAURENTIAN BANK SECURITIES INC.

CASGRAIN & COMPANY LIMITED

DESJARDINS SECURITIES INC.

Promoter(s):

National Bank of Canada

Project #1282940

Issuer Name:

NBC Asset Trust

Principal Regulator - Quebec

Type and Date:

Final Short Form Prospectus dated June 25, 2008

NP 11-202 Receipt dated June 26, 2008

Offering Price and Description:

\$350,000,000.00 - 350,000 Trust Capital Securities— Series 2 (NBC CapS II™ — Series 2)

Underwriter(s) or Distributor(s):

National Bank Financial Inc.

Promoter(s):

National Bank of Canada

Project #1282938

Issuer Name:

Nevada Sunrise Gold Corp.

Principal Regulator - British Columbia

Type and Date:

Final Long Form Prospectus dated June 25, 2008

NP 11-202 Receipt dated June 27, 2008

Offering Price and Description:

\$4,140,000.00 - 9,200,000 Units Offering Price: \$0.45 per Unit

Underwriter(s) or Distributor(s):

Bolder Investment Partners, Ltd

Promoter(s):

Nevada Sunrise LLP

Project #1250886

Issuer Name:

Northwest Canadian Bond Fund
Northwest Canadian Dividend Fund
Northwest Canadian Equity Fund
Northwest EAFE Fund
Northwest Global Equity Fund
Northwest Global Growth and Income Fund
Northwest Growth and Income Fund
Northwest Money Market Fund
Northwest Quadrant All Equity Portfolio
Northwest Quadrant Balanced Growth Portfolio
Northwest Quadrant Balanced Portfolio
Northwest Quadrant Conservative Portfolio
Northwest Quadrant Global Equity Portfolio
Northwest Quadrant Global Growth Portfolio
Northwest Quadrant Growth Portfolio
Northwest Quadrant Income Portfolio
Northwest Specialty Equity Fund
Northwest Specialty Global High Yield Bond Fund
Northwest Specialty Growth Fund Inc.
Northwest Specialty High Yield Bond Fund
Northwest Specialty Innovations Fund
Northwest U.S. Equity Fund
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated June 25, 2008
NP 11-202 Receipt dated June 30, 2008

Offering Price and Description:

Series A units, Series F units and Series I units

Underwriter(s) or Distributor(s):

Northwest Mutual Funds Inc.

Promoter(s):

Northwest & Ethical Investments L.P.

Project #1270159

Issuer Name:

Templeton Growth Fund, Ltd. (Series A, F, I and O Shares)
Templeton International Stock Fund (Series A, F, I, O and T Units)
Templeton Emerging Markets Fund (Series A, F, I and O Units)
Templeton Global Smaller Companies Fund (Series A, F, I and O Units)
Templeton Global Bond Fund (Series A, F, I and O Units)
Templeton Canadian Stock Fund
Templeton Canadian Balanced Fund
(formerly Templeton Canadian Asset Allocation Fund)
(Series A, F, O and T Units)
Templeton Global Income Fund (Series A, F, O, T and T-USD Units)
Franklin Flex Cap Growth Fund (formerly Franklin U.S. Small-Mid Cap Growth Fund)
Franklin High Income Fund
Franklin Strategic Income Fund
Franklin U.S. Core Equity Fund
Franklin U.S. Rising Dividends Fund
(formerly Franklin Templeton U.S. Rising Dividends Fund)
(Series A, F, O and T Units)
Bissett Canadian Equity Fund (Series A, F, I and O Units)
Bissett Small Cap Fund
Bissett Microcap Fund
Bissett Multinational Growth Fund (Series A, F, O and T Units)
Bissett International Equity Fund
Bissett Canadian Balanced Fund (Series A, F, I, O and T Units)
Bissett Dividend Income Fund (Series A, F, I, O and T Units)
Bissett Bond Fund (Series A, F, I and O Units)
Bissett Corporate Bond Fund
Bissett Income Fund (Series A, F, I and O Units)
Bissett Canadian Dividend Fund (formerly Bissett Income Trust and Dividend Fund)
Bissett Canadian Short Term Bond Fund
Bissett All Canadian Focus Fund
Bissett Canadian Core Plus Bond Fund
Mutual Beacon Fund (Series A, F, I, O and T Units)
Mutual Discovery Fund (Series A, F, I, O, T and T-USD Units)
Franklin Templeton Canadian Small Cap Fund
Franklin Templeton Global Aggregate Bond Fund
Franklin Templeton Treasury Bill Fund (Series A, F, I and O Units)
Franklin Templeton U.S. Money Market Fund (Series A, F, I and O Units)
Franklin Templeton Money Market Fund (Series A, F, I and O Units)
Series A, F and O Shares (unless otherwise noted)
of the following classes of Franklin Templeton Corporate Class Ltd .:
Templeton Growth Corporate Class (Series A, F, I and O Shares)
Templeton International Stock Corporate Class (Series A, F, I and O Shares)
Templeton Emerging Markets Corporate Class
Templeton Global Smaller Companies Corporate Class (Series A, F, I and O Shares)
Templeton Canadian Stock Corporate Class

Templeton European Corporate Class
Templeton BRIC Corporate Class
Franklin Flex Cap Growth Corporate Class
Franklin World Growth Corporate Class
Franklin Japan Corporate Class
Franklin Global Real Estate Corporate Class
Franklin U.S. Rising Dividends Corporate Class
(formerly Franklin Templeton U.S. Rising Dividends Corporate Class)
(Series A, F, O and T Shares)
Quotential Diversified Income Corporate Class Portfolio
(formerly Franklin Templeton Diversified Income Corporate Class Portfolio)
(Series A, F, I, O, R, S and T Shares)
Quotential Balanced Income Corporate Class Portfolio
(formerly Franklin Templeton Balanced Income Corporate Class Portfolio)
(Series A, F, O, R, S and T Shares)
Quotential Balanced Growth Corporate Class Portfolio
(formerly Franklin Templeton Balanced Growth Corporate Class Portfolio)
(Series A, F, O, R, S and T Shares)
Quotential Growth Corporate Class Portfolio
(formerly Franklin Templeton Growth Corporate Class Portfolio)
(Series A, F, O, R, S and T Shares)
Quotential Canadian Growth Corporate Class Portfolio
(formerly Franklin Templeton Canadian Growth Corporate Class Portfolio)
(Series A, F, O, R, S and T Shares)
Quotential Global Balanced Corporate Class Portfolio
(formerly Franklin Templeton Global Balanced Corporate Class Portfolio)
(Series A, F, O, R, S, T and T-USD Shares)
Quotential Global Growth Corporate Class Portfolio
(formerly Franklin Templeton Global Growth Corporate Class Portfolio)
(Series A, F, I, O, R, S, T and T-USD Shares)
Quotential Maximum Growth Corporate Class Portfolio
(formerly Franklin Templeton Maximum Growth Corporate Class Portfolio)
(Series A, F, O, R, S and T Shares)
Bissett Canadian Equity Corporate Class
Bissett Small Cap Corporate Class
Bissett Multinational Growth Corporate Class (Series A, F, I, O and T Shares)
Bissett Canadian Balanced Corporate Class (Series A, F, O and T Shares)
Bissett Bond Corporate Class (Series A, F, I and O Shares)
Bissett All Canadian Focus Corporate Class
Bissett Energy Corporate Class
Bissett U.S. Focus Corporate Class
Mutual Beacon Corporate Class (Series A, F, I, O and T Shares)
Mutual Discovery Corporate Class (Series A, F, I, O, T and T-USD Shares)
Franklin Templeton Managed Yield Class
Franklin Templeton Managed Corporate Yield Class
Franklin Templeton Short -Term Yield Class
Franklin Templeton U.S. Short-Term Yield Class (Series A, F, I and O Shares)
Franklin Templeton U.S. Money Market Corporate Class (Series A, F, I and O Shares)

Franklin Templeton Money Market Corporate Class (Series A, F, I and O Shares)
Franklin Templeton Treasury Bill Yield Class
Series A, F, and O Units (unless otherwise noted) of:
Quotential Diversified Income Portfolio
(formerly Franklin Templeton Diversified Income Portfolio)
(Series A, F, I, O, S and T Units)
Quotential Balanced Income Portfolio
(formerly Franklin Templeton Balanced Income Portfolio)
(Series A, F, I, O, R, S and T Units)
Quotential Balanced Growth Portfolio
(formerly Franklin Templeton Balanced Growth Portfolio)
(Series A, F, I, O, R, S and T Units)
Quotential Growth Portfolio
(formerly Franklin Templeton Growth Portfolio)
(Series A, F, I, O, R and T Units)
Quotential Canadian Growth Portfolio
(formerly Franklin Templeton Canadian Growth Portfolio)
Quotential Global Balanced Portfolio
(formerly Franklin Templeton Global Balanced Portfolio)
(Series A, F, O, R, S, T and T-USD Units)
Quotential Global Growth Portfolio
(formerly Franklin Templeton Global Growth Portfolio)
(Series A, F, I, O, R, T and T-USD Units)
Quotential Maximum Growth Portfolio
(formerly Franklin Templeton Maximum Growth Portfolio)
(Series A, F, I and O Units)
Principal Regulator - Ontario

Type and Date:

Amended and Restated Final Simplified Prospectuses and Annual Information Forms dated June 23, 2008
NP 11-202 Receipt dated June 26, 2008

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

Franklin Templeton Investments Corp.
Bissett Investment Management, a division of Franklin Templeton Investments Corp.

Promoter(s):

-

Project #1263465

Issuer Name:

Timbercreek Mortgage Investment Corporation
Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated June 25, 2008
NP 11-202 Receipt dated June 26, 2008

Offering Price and Description:

Minimum Offering: \$19,000,000.00 or 1,900,000
Subscription Receipts (the "Minimum Offering")
Maximum Offering: \$30,000,000.00 or 3,000,000
Subscription Receipts (the "Maximum Offering")

Underwriter(s) or Distributor(s):

Berkshire Securities Inc.
Raymond James Ltd.
Dundee Securities Corporation
Newport Securities L.P.
Burgeonvest Securities Limited
IPC Securities Corporation

Promoter(s):

Tembercreek Asset Management Inc.

Project #1262136

Issuer Name:

Westport Innovations Inc.
Principal Regulator - British Columbia

Type and Date:

Final Short Form Prospectus dated June 26, 2008
NP 11-202 Receipt dated June 26, 2008

Offering Price and Description:

\$15,000,000.00 - 15,000 Units Price \$1,000.00 per Unit

Underwriter(s) or Distributor(s):

J.F. Mackie & Company Ltd.

Promoter(s):

-

Project #1283426

Issuer Name:

Connor, Clark & Lunn Risk-Managed Energy Fund
Principal Jurisdiction - Ontario

Type and Date:

Preliminary Long Form Prospectus dated May 6, 2008
Withdrawn on June 26, 2008

Offering Price and Description:

\$ * Maximum - * Class A and F Units
Minimum Purchase - 100 Class A and F Units - Price -
\$10.00 per Class A and F Units

Underwriter(s) or Distributor(s):

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

Promoter(s):

Connor, Clark & Lunn Capital Markets Inc.

Project #1261359

Issuer Name:

Craig Wireless Systems Ltd
Principal Jurisdiction - Manitoba

Type and Date:

Preliminary Prospectus dated June 9, 2008
Withdrawn on June 27, 2008

Offering Price and Description:

Up to \$ * - Up to * Subordinate Voting Shares Price - \$ *
per Subordinate Voting Share

Underwriter(s) or Distributor(s):

National Bank Financial Inc.
Clarus Securities Inc.
CIBC World Markets Inc.
Cormark Securities Inc.
RBC Dominion Securities Inc.

Promoter(s):

-

Project #1280652

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Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Change of Name	From: Julius Baer Investment Management LLC To: Artio Global Management LLC	LMD and an International Adviser	June 20, 2008
New Registration	Wealhouse Partners	Limited Market Dealer & Investment Counsel & Portfolio Manager	June 25, 2008
New Registration	ULLICO Investment Advisors, Inc.	Non-Canadian Advisor (Investment Counsel & Portfolio Manager)	June 27, 2008
Consent to Suspension (Rule 33-501 - Surrender of Registration)	Provident Investment Counsel, Inc.	International Adviser (Investment Counsel and Portfolio Manager)	June 30, 2008
New Registration	Provident Investment Counsel, LLC	International Adviser (Investment Counsel & Portfolio Manager)	June 30, 2008

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Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 CDS Rule Amendment Notice – Technical Amendments to CDS Rules Relating to Non-Compliant Position with Regulation SHO

CDS CLEARING AND DEPOSITORY SERVICES INC. (CDS®)

TECHNICAL AMENDMENTS TO CDS RULES RELATING TO NON-COMPLIANT POSITION WITH REGULATION SHO

NOTICE OF EFFECTIVE DATE

A. DESCRIPTION OF THE PROPOSED AMENDMENTS

In 2006, CDS's regulators approved amendments to the CDS Participant Rules related to Regulation SHO as adopted by the United States Securities and Exchange Commission ("SEC"). Under the rule amendments, CDS was granted the authority to close out a fail-to-deliver position of a participant using the cross-border services in certain equity securities trading in the U.S. that are on a U.S. SRO list of securities experiencing substantial and persistent failures to deliver. Regulation SHO's close-out requirements were designed to address problems with failures to deliver in certain equity securities.

In June 2007, the SEC amended the close-out requirements. Specifically, a modified close-out requirement was enacted for fails to deliver resulting from sales of threshold securities pursuant to Rule 144 of the Securities Act of 1933 (Securities Act) ["Rule 144 Securities"]. As the modified close-out requirement is 35 consecutive settlement days for Rule 144 Securities [extended from 13 consecutive settlement days as stated in CDS Participant Rule 10.2.3(b)], CDS Participant Rule 10.2.3(b) must be amended in order to be consistent with Regulation SHO. Amendments have been proposed incorporating by reference to Regulation SHO, the definition of a "non-compliant position with Regulation SHO". As such, subsequent amendments to the close-out requirements under Regulation SHO will no longer require parallel amendments to the CDS Rules.

The Rules marked for the proposed amendments may be accessed on the CDS website at:
<http://www.cds.ca/cdsclearinghome.nsf/Pages/-EN-Participantrules?Open>.

B. REASONS FOR TECHNICAL CLASSIFICATION

The amendments proposed pursuant to this Notice are classified as "technical/housekeeping" as they involve only amendments required to ensure consistency or compliance with an existing rule, securities legislation or other regulatory requirement.

C. EFFECTIVE DATE OF THE RULE

Pursuant to (1) Appendix A ("Rule Protocol Regarding The Review And Approval Of CDS Rules By The OSC") of the OSC Recognition and Designation Order, as amended November 01, 2006 and (2) Annexe A ("Protocole d'examen et d'approbation des Règles de Services de Dépôt et de Compensation CDS Inc. par l'Autorité des marchés financiers") of AMF Decision 2006-PDG-0180, made effective on November 01, 2006, CDS has determined that these amendments will be effective on July 21, 2008.

Pursuant to the unanimous shareholder agreement between The Canadian Depository for Securities Limited ("CDS Ltd.") and CDS, effective as of November 01, 2006 whereby CDS Ltd., which acts under the supervision of its Board of Directors, assumes all rights, powers, and duties of the CDS Board of Directors, these amendments were reviewed and approved by the Board of Directors of CDS Ltd. on June 17, 2008.

D. QUESTIONS

Questions regarding this notice may be directed to:

Jamie Anderson
Managing Director, Legal
CDS Clearing and Depository Services Inc.
85 Richmond Street West
Toronto, Ontario M5H 2C9

Fax: 416-365-1984
e-mail: attention@cds.ca

TOOMAS MARLEY
Chief Legal Officer

13.1.2 Notice and Request for Comment – Material Amendments to CDS Rules – Free Payment Restrictions in CDSX

CDS CLEARING AND DEPOSITORY SERVICES INC. (CDS®)

MATERIAL AMENDMENTS TO CDS RULES

FREE PAYMENT RESTRICTIONS IN CDSX®

REQUEST FOR COMMENTS

A. DESCRIPTION OF THE PROPOSED AMENDMENTS

Specific restrictions on free payments (i.e. cash-only movements) currently in the CDS Participant Rules are proposed for deletion with the current Aggregate Collateral Value (“ACV”) risk edits and Funds risk edits acting as the more appropriate controls for collateralization and the magnitude of payment risk in CDSX.

B. NATURE AND PURPOSE OF THE PROPOSED AMENDMENTS

The original design of CDSX was based on the premise that the ACV and Funds edits provided adequate control for collateralization and the magnitude of payment risk. The Debt Clearing System (“DCS”) system (the predecessor to CDSX) included a leakage edit which compared the value of securities to the settlement amount for individual trades and rejected the input of trades where the difference was greater than 6%. CDSX does not include a leakage edit, primarily because the leakage edit was not an effective control against a defaulter being able to maximize their payment obligation within the constraints of the ACV and funds edits. Furthermore, it would have been problematic to determine an appropriate percentage difference threshold (instead of the 6% used in DCS) for equities in CDSX. Leading up to the proposed implementation of CDSX, some participants expressed concern about the removal of the leakage edit and the dependence on the ACV edit to collateralize payment obligations on an aggregate basis. Some participants also noted that the purpose of credit facilities in CDSX was for the settlement of transactions on a value-for-value basis. Concerns were also raised about the exposure faced by the Receivers’ Collateral Pool (“RCP”) without a leakage edit-like control.

During late 2003, a working group of participants and CDS representatives met to address these issues and a compromise was reached to employ a new type of cash-only transaction with a maximum value of \$500,000 for particular types of cash-only movements in CDSX (single cash-only movements exceeding \$500,000 cannot be split up in order to circumvent the rule). It was also agreed that CDS should monitor transactions for inappropriate value and follow up with those participants which consistently use these types of transactions. Inappropriate value refers to a significant difference between the value of the securities and the cash being exchanged.

Since the implementation of CDSX, considerable experience has been gained with the haircut rates applied to equity securities in CDSX. As indicated by backtesting results, the haircut rates have been effective in providing ACV for participants’ equity positions while maintaining adequate risk protection for the extender of credit granting a line of credit or for the category credit ring.

The primary risk related to cash movements and trades for inappropriate value is the potential for a participant to maximize their payment obligation within their available ACV. In order for this to happen, a participant would enter a cash movement or trade for inappropriate value between themselves and another willing participant. None of the existing controls in CDSX prevent this value transfer from a defaulter to another willing participant from occurring. Cash transfers being limited to \$500,000 and the Rule reference requiring that single cash transfers exceeding \$500,000 cannot be split into \$500,000 blocks does somewhat limit the use of cash transfers to accomplish this value transfer but does not eliminate the possibility of such occurring. Additionally, there is no mechanism to prevent inappropriate value trades. The most obvious difficulty in preventing inappropriate trades is determining what is inappropriate and what are legitimate trades where the value of the security has dropped between trade date and value date.

This difficulty has been borne out in discussions with participants with trades identified as inappropriate, particularly where the trades identified settled over a month previously. CDS believes that the identification and tracking of these inappropriate value trades provides a false sense of control.

Finally, introducing a version of the leakage edit in CDSX does not address the issue of inappropriate value transfer, it only makes more work for the defaulter and the willing participant. That is, by entering a series of trades within the leakage edit, the same effect can be accomplished.

As such, CDS is proposing to delete Rule 7.2.5. Rule 7.2.5 deals with free payments and provides that payments may be made through the Settlement Service without any corresponding delivery of Securities if the payment is made between participants and does not exceed the limit set out in the Procedures [7.2.5(a)(iii)]. This portion of the Rule alludes to the \$500,000 limit that is a part of the inappropriate value edit and should therefore be deleted. The other sub-paragraphs in Rule 7.2.5(a) are specific instances of the general Rule proposed and are unnecessary and, in any event, the language is permissive only.

Rules 7.2.5(b) and 7.2.5(c) are also proposed for deletion. They deal with restrictions on funds transfers and the monitoring of free payments.

C. IMPACT OF THE PROPOSED AMENDMENTS

As the ACV edits and Funds edits have been found to provide appropriate controls for collateralization and the magnitude of payment risk in CDSX, there is no impact in terms of risk.

D. DESCRIPTION OF THE RULE DRAFTING PROCESS

CDS is recognized as a clearing agency by the Ontario Securities Commission pursuant to section 21.2 of the Ontario Securities Act. The Autorité des marchés financiers has authorized CDS to carry on clearing activities in Québec pursuant to sections 169 and 170 of the Québec Securities Act. In addition CDS is deemed to be the clearing house for CDSX®, a clearing and settlement system designated by the Bank of Canada pursuant to section 4 of the Payment Clearing and Settlement Act. The Ontario Securities Commission, the Autorité des marchés financiers and the Bank of Canada will hereafter be collectively referred to as the “Recognizing Regulators”.

In 2007, the Canadian Dollar RCP members were presented with the proposal to eliminate the restrictions on free payments. None of the Canadian Dollar RCP members disagreed with the proposal. Furthermore, the Risk Advisory Committee (a committee comprised of Participants’ representatives, self-regulatory organizations’ representatives, CDS representatives, and Regulator observers) reviewed and approved the proposal on January 16, 2008 subject to any counterproposal of the Senior Risk Management Committee of the Extenders of Credit. As no issues were raised, the proposal was moved forward to propose Rule amendments.

Each amendment to the CDS Participant Rules is reviewed by CDS’s Legal Drafting Group (“LDG”). The LDG is a committee that includes members of Participants’ legal and business groups. The LDG’s mandate is to advise CDS management and its Board of Directors on rule amendments and other legal matters relating to centralized securities depository and clearing services in order to ensure that they meet the needs of CDS, its Participants and the securities industry.

Pursuant to the unanimous shareholder agreement between The Canadian Depository for Securities Limited (“CDS Ltd.”) and CDS, effective as of November 01, 2006 whereby CDS Ltd., which acts under the supervision of its Board of Directors, assumes all rights, powers, and duties of the CDS Board of Directors, these amendments were reviewed and approved by the Board of Directors of CDS Ltd. on June 17, 2008.

The amendments to the Participant Rules will become effective upon approval of the amendments by the Recognizing Regulators following public notice and comment.

E. TECHNOLOGICAL SYSTEMS CHANGES

No system changes are required to implement these Rule amendments. There will be a consequential system amendment to eliminate the \$500,000 limit described above.

F. COMPARISON TO OTHER CLEARING AGENCIES

This Rule amendment responds to the particular conditions of the Canadian financial market.

G. PUBLIC INTEREST ASSESSMENT

CDS has determined that the proposed amendments are not contrary to the public interest.

H. COMMENTS

Comments on the proposed amendments should be in writing and delivered by August 3, 2008 to:

Jamie Anderson
Managing Director, Legal
CDS Clearing and Depository Services Inc.
85 Richmond Street West
Toronto, Ontario M5H 2C9

Fax: 416-365-1984
e-mail: attention@cds.ca

Copies should also be provided to the Autorité des marchés financiers and the Ontario Securities Commission by forwarding a copy to each of the following individuals:

Me Anne-Marie Beaudoin
Directrice du secrétariat
Autorité des marchés financiers
800, square Victoria, 22nd floor
PO box 246, tour de la Bourse
Montréal (Québec) H4Z 1G3

Fax: (514) 873-7455
e-mail: consultation-en-cours@lautorite.qc.ca

Manager, Market Regulation
Market Regulation Branch
Ontario Securities Commission
Suite 1903, Box 55,
20 Queen Street West
Toronto, Ontario, M5H 3S8

Fax: 416-595-8940
e-mail: marketregulation@osc.gov.on.ca

CDS will make available to the public, upon request, all comments received during the comment period.

I. PROPOSED RULE AMENDMENTS

Appendix "A" contains text of current CDS Participant Rules marked to reflect proposed amendments as well as text of these rules reflecting the adoption of the proposed amendments.

TOOMAS MARLEY
Chief Legal Officer

APPENDIX "A"
PROPOSED RULE AMENDMENT

Text of CDS Participant Rules marked to reflect proposed amendments	Text CDS Participant Rules reflecting the adoption of proposed amendments
<p>7.2.4 Free Delivery</p> <p>A Participant may deliver Securities to another Participant without any corresponding payment being made.</p> <p>7.2.5 Free Payment</p> <p>(a) Methods of Making Free Payments</p> <p>In the following circumstances, a payment may be made through the Settlement Service without any corresponding delivery of Securities being made:</p> <ul style="list-style-type: none"> (i) the payment is made as part of an Entitlements Transaction between CDS and a Participant; (ii) the payment is made as part of any Transaction generated by the system, including a Transaction resulting from an ATON confirmed request for Transfer; (iii) the payment is made from a Participant to another Participant for a purpose set out in the Procedures and in an amount not exceeding the limit set out in the Procedures (provided that no Participant shall make two or more payments for the purpose of avoiding such limit); or (iv) the payment is made using a Funds Transfer. <p>(b) Restrictions on Funds Transfers</p> <p>A Funds Transfer between any two Participants is subject to the following restrictions: (i) a Funds Transfer is made only if the debit to the paying Participant's Funds Account does not exceed the credit balance in that Funds Account; and (ii) a Funds Transfer shall not draw any amount under a Line of Credit or a System Operating Cap established for the paying Participant. Such restrictions do not apply to a Fund Transfer if the following conditions are met: (i) the paying Participant is an Extender or an Active Federated Participant, (ii) the debit is denominated in US Dollars and (iii) the Funds Transfer is made for the purpose of correcting an ACV or System Operating Cap insufficiency on the part of the recipient.</p> <p>(c) Monitoring of Free Payments</p> <p>GDS monitors payments made without any corresponding delivery of securities, and may request a Participant to confirm that such a payment made or received by the Participant conformed to the requirements of this Rule 7.2.5. If CDS determines, acting reasonably, that such a payment made or received by a Participant did not conform to the</p>	<p>7.2.4 Free Delivery</p> <p>A Participant may deliver Securities to another Participant without any corresponding payment being made.</p> <p>7.2.5 Loans</p> <p>In accordance with the Procedures and User Guides, Securities may be delivered and payments made with respect to loans of Securities or of funds by one Participant to another, which may be collateralized by a Pledge of Securities or funds as agreed to by the Participants.</p> <p>7.2.6 Mode of Settlement</p> <p>Each Trade must include a mode of settlement indicator that is one of Trade-for-Trade, CNS or CBS. The mode of settlement indicator is either included in the instructions when the Trade is reported or confirmed, or is added automatically by the system in accordance with the criteria in the Procedures and user Guides. A CBS mode of settlement indicator is added by the system and cannot be included in the instructions by the Participant.</p>

Text of CDS Participant Rules marked to reflect proposed amendments	Text CDS Participant Rules reflecting the adoption of proposed amendments
<p>requirements of this Rule 7.2.5, CDS may take any steps consistent with these Rules.</p> <p>7.2.65 Loans</p> <p>In accordance with the Procedures and User Guides, Securities may be delivered and payments made with respect to loans of Securities or of funds by one Participant to another, which may be collateralized by a Pledge of Securities or funds as agreed to by the Participants.</p> <p>7.2.76 Mode of Settlement</p> <p>Each Trade must include a mode of settlement indicator that is one of Trade-for-Trade, CNS or CBS. The mode of settlement indicator is either included in the instructions when the Trade is reported or confirmed, or is added automatically by the system in accordance with the criteria in the Procedures and user Guides. A CBS mode of settlement indicator is added by the system and cannot be included in the instructions by the Participant.</p>	

13.1.3 MFDA Issues Notice of Settlement Hearing Regarding Evangeline Securities Limited

NEWS RELEASE
For immediate release

**MFDA ISSUES NOTICE OF SETTLEMENT HEARING
REGARDING EVANGELINE SECURITIES LIMITED**

June 30, 2008 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada (“MFDA”) today announced that it has issued a Notice of Settlement Hearing regarding the presentation, review and considerations of a proposed settlement agreement by the Atlantic Regional Council.

The settlement agreement will be between staff of the MFDA and Evangeline Securities Limited and involves matters for which Evangeline may be disciplined by the Regional Council, pursuant to MFDA By-laws.

The subject matter of the proposed settlement agreement concerns allegations that the Respondent failed to supervise and prevent trading in accounts where clients were residents in jurisdictions in which the Respondent and/or its Approved Persons were not registered.

The settlement hearing is scheduled to commence at 10:00 a.m. (Atlantic) on Thursday, August 14, 2008 in the Hearing Room located at the Prince George Hotel, Halifax, Nova Scotia. The hearing is open to the public except as may be required for the protection of confidential matters. A copy of the Notice of Settlement Hearing is available on the MFDA website at www.mfda.ca.

The Mutual Fund Dealers Association of Canada is the self-regulatory organization for Canadian mutual fund dealers. The MFDA regulates the operations; standards of practice and business conduct of its 159 Members and their approximately 75,000 Approved Persons with a mandate to protect investors and the public interest.

For further information, please contact:

Shaun Devlin
Vice-President, Enforcement
(416) 943-4672 or sdevlin@mfda.ca

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