

The Ontario Securities Commission

OSC Bulletin

January 15, 2010

Volume 33, Issue 2

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

The Ontario Securities Commission

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Toronto, Ontario
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Chapter 1

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1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

JANUARY 15, 2010

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

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

The Harry S. Bray Hearing Room
Ontario Securities Commission
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David L. Knight, FCA	—	DLK
Patrick J. LeSage	—	PJL
Carol S. Perry	—	CSP
Charles Wesley Moore (Wes) Scott	—	CWMS

SCHEDULED OSC HEARINGS

January 18; January 20-29, 2010 10:00 a.m. January 19, 2010 2:00 p.m. January 19, 2010 2:30 p.m. January 20 – February 1; February 3-12, 2010 10:00 a.m. February 2, 2010 2:30 p.m. January 20, 2010 9:00 a.m. January 22, 2010 10:00 a.m.	Rene Pardo, Gary Usling, Lewis Taylor Sr., Lewis Taylor Jr., Jared Taylor, Colin Taylor and 1248136 Ontario Limited s. 127 M. Britton/J.Feasby in attendance for Staff Panel: JDC/KJK Borealis International Inc., Synergy Group (2000) Inc., Integrated Business Concepts Inc., Canavista Corporate Services Inc., Canavista Financial Center Inc., Shane Smith, Andrew Lloyd, Paul Lloyd, Vince Villanti, Larry Haliday, Jean Breau, Joy Statham, David Prentice, Len Zielke, John Stephan, Ray Murphy, Alexander Poole, Derek Grigor and Earl Switenky s. 127 and 127.1 Y. Chisholm in attendance for Staff Panel: PJL/PLK IBK Capital Corp. and William F. White s. 127 M. Vaillancourt in attendance for Staff Panel: DLK Nest Acquisitions and Mergers and Caroline Frayssignes s. 127(1) and 127(8) C. Price in attendance for Staff Panel: CSP	
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January 22, 2010 10:00 a.m.	IMG International Inc., Investors Marketing Group International Inc., and Michael Smith s. 127 C. Price in attendance for Staff Panel: CSP	February 3, 2010 9:00 a.m.	Peter Robinson and Platinum International Investments Inc. s. 127 M. Boswell in attendance for Staff Panel: DLK
January 25-26, 2010 10:00 a.m.	Lehman Cohort Global Group Inc., Anton Schnedl, Richard Unzer, Alexander Grundmann and Henry Hehlsinger s. 127 H. Craig in attendance for Staff Panel: JEAT/CSP/SA	February 3, 2010 10:00 a.m.	Uranium308 Resources Inc., Uranium308 Resources PLC., Michael Friedman, George Schwartz, Peter Robinson, Alan Marsh Shuman and Innovative Gifting Inc. s. 127 M. Boswell in attendance for Staff Panel: DLK
February 1; February 3-12; February 17-26, 2010 10:00 a.m.	Irwin Boock, Stanton Defreitas, Jason Wong, Saudia Allie, Alena Dubinsky, Alex Khodjiants Select American Transfer Co., Leasesmart, Inc., Advanced Growing Systems, Inc., International Energy Ltd., Nutrione Corporation, Pocketop Corporation, Asia Telecom Ltd., Pharm Control Ltd., Cambridge Resources Corporation, Compushare Transfer Corporation, Federated Purchaser, Inc., TCC Industries, Inc., First National Entertainment Corporation, WGI Holdings, Inc. and Enerbrite Technologies Group s. 127 and 127.1 H. Craig in attendance for Staff Panel: TBA	February 3, 2010 11:00 a.m.	Paul Iannicca s. 127 H. Craig in attendance for Staff Panel: DLK
February 2, 2010 2:30 p.m.	Paladin Capital Markets Inc., John David Culp and Claudio Fernando Maya s. 127 C. Price in attendance for Staff Panel: DLK	February 5, 2010 10:00 a.m.	Hillcorp International Services, Hillcorp Wealth Management, Suncorp Holdings, 1621852 Ontario Limited, Steven John Hill, John C. McArthur, Daryl Renneberg and Danny De Melo s. 127 A. Clark in attendance for Staff Panel: TBA
		February 8-12, 2010 10:00 a.m.	Goldbridge Financial Inc., Wesley Wayne Weber and Shawn C. Lesperance s. 127 J. Feasby in attendance for Staff Panel: TBA

February 16, 2010 9:00 a.m.	New Life Capital Corp., New Life Capital Investments Inc., New Life Capital Advantage Inc., New Life Capital Strategies Inc., 1660690 Ontario Ltd., L. Jeffrey Pogachar, Paola Lombardi and Alan S. Price s. 127 S. Kushneryk in attendance for Staff Panel: JEAT	March 3, 2010 10:00 a.m.	Brilliante Brasilcan Resources Corp., York Rio Resources Inc., Brian W. Aidelman, Jason Georgiadis, Richard Taylor and Victor York s. 127 S. Horgan in attendance for Staff Panel: TBA
February 17 – March 1, 2010 10:00 .m.	M P Global Financial Ltd., and Joe Feng Deng s. 127(1) M. Britton in attendance for Staff Panel: DLK/MCH	March 10, 2010 10:00 a.m.	Global Energy Group, Ltd. And New Gold Limited Partnerships s. 127 H. Craig in attendance for Staff Panel: TBA
February 17, 2010 10:00 a.m.	Maple Leaf Investment Fund Corp. and Joe Henry Chau s. 127 J. Superina in attendance for Staff Panel: TBA	March 25-26, 2010 10:00 a.m.	Gold-Quest International, 1725587 Ontario Inc. carrying on business as Health and Harmony, Harmony Club Inc., Donald Iain Buchanan, Lisa Buchanan and Sandra Gale s. 127 H. Craig in attendance for Staff Panel: TBA
February 22-24, 2010 10:00 a.m.	Barry Landen s. 127 H. Craig in attendance for Staff Panel: TBA	March 29; March 31– April 1; April 6-9, 2010 10:00 a.m.	Shane Suman and Monie Rahman s. 127 and 127(1) C. Price in attendance for Staff
February 25, 2010 10:00 a.m.	Tulsiani Investments Inc. and Sunil Tulsiani s. 127 J. Superina in attendance for Staff Panel: JEAT	March 30, 2010 2:30 p.m. April 13, 2010 2:30 p.m.	Panel: JEAT/PLK Axcess Automation LLC, Axcess Fund Management, LLC, Axcess Fund, L.P., Gordon Alan Driver and David Rutledge, Steven M. Taylor and International Communication Strategies s. 127
March 1; March 3-8, 2010 10:00 a.m.	Teodosio Vincent Pangia s. 127 J. Feasby in attendance for Staff	March 2, 2010 2:30 p.m.	Panel: TBA Panel: TBA

May 3-10; May 12-21; May 26-28, 2010	Sextant Capital Management Inc., Sextant Capital GP Inc., Sextant Strategic Opportunities Hedge Fund L.P., Otto Spork, Robert Levack and Natalie Spork	TBA	Yama Abdullah Yaqeen s. 8(2) J. Superina in attendance for Staff Panel: TBA
10:00 a.m.	s. 127 S. Kushneryk in attendance for Staff Panel: TBA	TBA	Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell
May 31 – June 4, 2010	Lyndz Pharmaceuticals Inc., James Marketing Ltd., Michael Eatch and Rickey McKenzie		s. 127 J. Waechter in attendance for Staff Panel: TBA
10:00 a.m.	s. 127(1) and (5) J. Feasby in attendance for Staff Panel: TBA	TBA	Frank Dunn, Douglas Beatty, Michael Gollogly
June 21, 2010	Rezwealth Financial Services Inc., Pamela Ramoutar, Chris Ramoutar, Justin Ramoutar, Tiffin Financial Corporation, Daniel Tiffin, 2150129 Ontario Inc. and Sylvan Blackett		s. 127 K. Daniels in attendance for Staff Panel: TBA
10:00 a.m.	s. 127(1) and (5) A. Heydon in attendance for Staff Panel: TBA	TBA	Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown- Rodrigues)
June 29, 2010	Oversea Chinese Fund Limited Partnership, Weizhen Tang and Associates Inc., Weizhen Tang Corp., and Weizhen Tang		s. 127 and 127.1 D. Ferris in attendance for Staff Panel: TBA
10:00 a.m.	s. 127 and 127.1 M. Britton in attendance for Staff Panel: TBA	TBA	Merax Resource Management Ltd. carrying on business as Crown Capital Partners, Richard Mellon and Alex Elin
March 7, 2011	Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton		s. 127 H. Craig in attendance for Staff Panel: TBA
10:00 a.m.	s. 127 H. Craig in attendance for Staff Panel: TBA	TBA	Gregory Galanis s. 127 P. Foy in attendance for Staff Panel: TBA

TBA	<p>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</p> <p>s. 127</p> <p>C. Price in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>Berkshire Capital Limited, GP Berkshire Capital Limited, Panama Opportunity Fund and Ernest Anderson</p> <p>s. 127</p> <p>E. Cole in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>Biovail Corporation, Eugene N. Melnyk, Brian H. Crombie, John R. Miszuk and Kenneth G. Howling</p> <p>s. 127(1) and 127.1</p> <p>J. Superina, A. Clark in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>MRS Sciences Inc. (formerly Morningside Capital Corp.), Americo DeRosa, Ronald Sherman, Edward Emmons and Ivan Cavric</p> <p>s. 127 and 127(1)</p> <p>D. Ferris in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>Global Partners Capital, Asia Pacific Energy Inc., 1666475 Ontario Inc. operating as "Asian Pacific Energy", Alex Pidgeon, Kit Ching Pan also known as Christine Pan, Hau Wai Cheung, also known as Peter Cheung, Tony Cheung, Mike Davidson, or Peter McDonald, Gurdip Singh Gahunia also known as Michael Gahunia or Shawn Miller, Basis Marcellinius Toussaint also known as Peter Beckford, and Rafique Jiwani also known as Ralph Jay</p> <p>s. 127</p> <p>M. Boswell in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>Imagin Diagnostic Centres Inc., Patrick J. Rooney, Cynthia Jordan, Allan McCaffrey, Michael Shumacher, Christopher Smith, Melvyn Harris and Michael Zelyony</p> <p>s. 127 and 127.1</p> <p>J. Feasby in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>FactorCorp Inc., FactorCorp Financial Inc. and Mark Twerdun</p> <p>s. 127</p> <p>C. Price in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>Gold-Quest International, Health and Harmony, Iain Buchanan and Lisa Buchanan</p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p>
TBA		TBA	<p>Goldpoint Resources Corporation, Lino Novielli, Brian Moloney, Evanna Tomeli, Robert Black, Richard Wylie and Jack Anderson</p> <p>s. 127(1) and 127(5)</p> <p>M. Boswell in attendance for Staff</p> <p>Panel: TBA</p>

TBA **Sulja Bros. Building Supplies, Ltd. (Nevada), Sulja Bros. Building Supplies Ltd., Kore International Management Inc., Petar Vucicevich and Andrew DeVries**

s. 127 and 127.1

M. Britton in attendance for Staff

Panel: TBA

TBA **Shallow Oil & Gas Inc., Eric O'Brien, Abel Da Silva, Gurdip Singh Gahunia aka Michael Gahunia and Abraham Herbert Grossman aka Allen Grossman**

s. 127(7) and 127(8)

M. Boswell in attendance for Staff

Panel: TBA

TBA **Abel Da Silva**

s. 127

M. Boswell in attendance for Staff

Panel: TBA

TBA **Coventree Inc., Geoffrey Cornish and Dean Tai**

s. 127

J. Waechter in attendance for Staff

Panel: TBA

TBA **W.J.N. Holdings Inc., MSI Canada Inc., 360 Degree Financial Services Inc., Dominion Investments Club Inc., Leveragepro Inc., Prosporex Investment Club Inc., Prosporex Investments Inc., Prosporex Ltd., Prosporex Inc., Network Financial Group Inc., Network Marketing Solutions, Dominion Royal Credit Union, Dominion Royal Financial Inc., Wilton John Neale, Ezra Douse, Albert James, Elnonieth "Noni" James, David Whitely, Carlton Ivanhoe Lewis, Mark Anthony Scott, Sedwick Hill, Trudy Huynh, Dorlan Francis, Vincent Arthur, Christian Yeboah, Azucena Garcia, Angela Curry and Prosporex Forex SPV Trust**

s. 127

H. Daley in attendance for Staff

Panel: TBA

ADJOURNED SINE DIE

Global Privacy Management Trust and Robert Cranston

S. B. McLaughlin

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

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

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

Global Petroleum Strategies, LLC, Petroleum Unlimited, LLC, Aurora Escrow Services, LLC, John Andrew, Vincent Cataldi, Charlotte Chambers, Carl Dylan, James Eulo, Richard Garcia, Troy Gray, Jim Kaufman, Timothy Kaufman, Chris Harris, Morgan Kimmel, Roger A. Kimmel, Jr., Erik Luna, Mitch Malizio, Adam Mills, Jenna Pelusio, Rosemary Salveggi, Stephen J. Shore and Chris Spinler

ADJOURNED SINE DIE

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

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

**1.1.2 Notice of Correction – IROC Rules Notice –
Notice of Approval – UMIR – Provisions
Respecting Trading During Certain Securities
Transactions**

There was an error in the heading of the Rules Notice
published in (2010) 33 OSCB 341. The notice number read
in error:

**10-306
January 8, 2010**

The correct notice number is:

**10-0006
January 8, 2010**

1.1.3 OSC Staff Notice 11-742 (Revised) – Securities Advisory Committee

**REVISED ONTARIO SECURITIES COMMISSION STAFF NOTICE 11-742
SECURITIES ADVISORY COMMITTEE**

In a Notice published in the OSC Bulletin on September 25, 2009, the Commission invited applications for positions on the Securities Advisory Committee ("SAC"). SAC provides advice to the Commission and staff on a variety of matters including legislative and policy initiatives and important capital markets trends, and brings various issues to the attention of the Commission and staff.

The members of SAC have staggered terms. Five of the members complete their terms in January 2010. The Commission would like to take this opportunity to thank the outgoing members of SAC, listed below, who have served on the Committee with great dedication over the last two years. Their advice and guidance on a range of issues has been very valuable to the Commission.

- Andrew Kingsmill Bennett Jones LLP
- John Macfarlane Osler, Hoskin & Harcourt LLP
- Mark Mandel White & Case LLP
- Alfred Page Borden Ladner Gervais LLP
- Andrew Parker McCarthy Tétrault LLP

The remaining members of SAC will continue through October 2010.

- John Ciardullo Stikeman Elliott LLP
- Pamela Hughes Blake, Cassels & Graydon LLP
- Charlie MacCready Heenan Blaikie LLP
- Vincent Mercier Davies Ward Phillips & Vineberg LLP
- Thomas Smee Royal Bank of Canada
- Jenny Chu Steinberg Fraser Milner Casgrain LLP
- Jennifer Wainwright Aird & Berlis LLP

The Commission was very impressed with the number of highly qualified practitioners who applied for positions on SAC. Unfortunately, there were more applicants than there were positions available and selection from among the group was very difficult. The Commission would like to thank everyone who applied, for their interest in serving on SAC.

The Commission is pleased to publish the names of those individuals who will be participating on SAC for the next two years.

The new members who will join in February 2010 are:

- Georges Dubé Fasken Martineau DuMoulin LLP
- Glen R. Johnson Torys LLP
- Tracey Kernahan Ogilvy Renault LLP
- Michael Padfield Ontario Teachers' Pension Plan Board
- Rob Lando Osler, Hoskin & Harcourt LLP (New York)

The Commission will publish a notice in mid-2010 inviting applications for the next group of new SAC members, who will commence their terms in November 2010.

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

January 15, 2010

1.3 News Releases

1.3.1 Investor Warning – Weizhen Tang

**FOR IMMEDIATE RELEASE
January 6, 2010**

INVESTOR WARNING – WEIZHEN TANG

The Ontario Securities Commission (the "OSC") is warning investors in Ontario that Weizhen Tang ("Tang") or companies associated with Tang may be soliciting residents of Ontario for investment purposes. Previous Oversea Chinese Fund investors, their family or friends may be targeted.

On June 9, 2009, the OSC charged Tang with 12 counts of breaching the *Securities Act* (Ontario) in relation to Oversea Chinese Fund Limited Partnership. The OSC alleges, among other things, that Tang committed securities fraud. The Provincial Court trial in this matter is scheduled to commence on April 19, 2010.

The OSC has also ordered Tang not to trade in any securities. This order commenced on March 17, 2009 and remains in effect.

A Canada-wide warrant was issued today by Toronto Police Service for the arrest of Tang for the criminal charge of fraud over \$5,000.

If you have any questions or information relating to this matter, please contact the OSC Contact Centre at 1-877-785-1555.

For media inquiries:

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1.4 Notices from the Office of the Secretary

1.4.1 Rezwealth Financial Services Inc. et al.

**FOR IMMEDIATE RELEASE
January 7, 2010**

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

AND

**IN THE MATTER
REZWEALTH FINANCIAL SERVICES INC.,
PAMELA RAMOUTAR, CHRIS RAMOUTAR,
JUSTIN RAMOUTAR,
TIFFIN FINANCIAL CORPORATION, DANIEL TIFFIN,
2150129 ONTARIO INC. AND SYLVAN BLACKETT**

TORONTO – Following a hearing held yesterday, the Commission issued an Order, with certain provisions, extending the Temporary Order to June 22, 2010 and adjourning the Hearing to Monday, June 21, 2010 at 10:00 am.

A copy of the Order dated January 6, 2010 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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Senior Communications Specialist
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416-593-8314
1-877-785-1555 (Toll Free)

1.4.2 Paul Iannicca

FOR IMMEDIATE RELEASE
January 7, 2010

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

AND

**IN THE MATTER OF
PAUL IANNICCA**

TORONTO – The Commission issued an Order adjourning the hearing to February 3, 2010 at 11:00 a.m. or such other date as is agreed by the parties and determined by the Office of the Secretary.

A copy of the Order dated January 7, 2010 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
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Robert Merrick
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For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.4.3 Nest Acquisitions and Mergers and Caroline Frayssignes

FOR IMMEDIATE RELEASE
January 7, 2010

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

AND

**IN THE MATTER OF
NEST ACQUISITIONS AND MERGERS AND
CAROLINE FRAYSSIGNES**

TORONTO – The Commission issued an Order in the above named matter which provides that (1) pursuant to section 127(8) that the Temporary Order is extended to January 25, 2010; and (2) the hearing is adjourned to January 22, 2010 at 10:00 a.m.

A copy of the Order dated January 7, 2010 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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1.4.4 IMG International Inc. et al.

FOR IMMEDIATE RELEASE
January 7, 2010

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

AND

**IN THE MATTER OF
IMG INTERNATIONAL INC.,
INVESTORS MARKETING GROUP
INTERNATIONAL INC. AND MICHAEL SMITH**

TORONTO – The Commission issued an Order in the above named matter which provides that (1) pursuant to section 127(8) that the Temporary Order is extended to January 25, 2010; and (2) the hearing is adjourned to January 22, 2010 at 10:00 a.m.

A copy of the Order dated January 7, 2010 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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For investor inquiries:

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416-593-8314
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1.4.5 Sulja Bros. Building Supplies, Ltd. et al.

FOR IMMEDIATE RELEASE
January 11, 2010

**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**

TORONTO – The Commission issued an Order which provides that (1) the matter is adjourned to a pre-hearing conference to be held on March 4, 2010, at 10:00 am; and (2) the Respondents may return on three days notice to make further submissions on the scheduling of the prehearing conference if the counsel they retain is unavailable on March 4, 2010.

A copy of the Order dated January 8, 2010 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries:

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Robert Merrick
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For investor inquiries:

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1-877-785-1555 (Toll Free)

1.4.6 Barry Landen

FOR IMMEDIATE RELEASE
January 11, 2010

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

AND

IN THE MATTER OF
BARRY LANDEN

TORONTO – The Commission issued an Order which provides that the hearing in this matter shall commence on February 22, 2010 at 10:00 a.m. for three days or such other dates as are agreed to by the parties and determined by the Office of the Secretary.

A copy of the Order dated January 8, 2010 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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Senior Communications Specialist
416-593-8307

Robert Merrick
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416-593-2315

For investor inquiries:

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416-593-8314
1-877-785-1555 (Toll Free)

1.4.7 Peter Robinson and Platinum International
Investments Inc.

FOR IMMEDIATE RELEASE
January 12, 2010

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

AND

IN THE MATTER OF
PETER ROBINSON AND
PLATINUM INTERNATIONAL INVESTMENTS INC.

TORONTO – Following a hearing held yesterday, the Commission issued an Order which provides that pursuant to subsection 127(5) Robinson and Platinum cease trading in any securities; and pursuant to subsection 127(8) the Temporary Cease Trade Order is extended until February 4, 2010.

The hearing with respect to this matter is adjourned to February 3, 2010, at 9:00 a.m. and all respondents in this matter are requested to attend at that time for the purpose of assisting in the scheduling of the hearing on the merits.

A copy of the Order dated January 11, 2010 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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416-593-8307

Robert Merrick
Senior Communications Specialist
416-593-2315

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.4.8 Firestar Capital Management Corp. et al.

**FOR IMMEDIATE RELEASE
January 12, 2010**

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

AND

**IN THE MATTER OF
FIRESTAR CAPITAL MANAGEMENT CORP.,
KAMPOSSE FINANCIAL CORP.,
FIRESTAR INVESTMENT MANAGEMENT GROUP,
MICHAEL CIAVARELLA AND MICHAEL MITTON**

TORONTO – Following a hearing held yesterday, the Commission issued an Order extending the Temporary Orders until March 8, 2011 or until further order of the Commission, and adjourning the hearing to consider whether to further extend the Temporary Orders until March 7, 2011 at 10:00 a.m.

A copy of the Order dated January 11, 2010 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

For media inquiries:

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Gatehouse Capital Inc. et al.

Headnote

NP 11-203 – Process for Exemptive Relief Applications in Multiple Jurisdictions – Approval of a change of control of a mutual fund manager – Direct change of control of Manager as a result of an agreement to purchase all of the issued and outstanding common shares in the capital of the Manager.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, s. 5.5(2).

December 18, 2009

IN THE MATTER OF
THE SECURITIES LEGISLATION OF ONTARIO,

AND

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

AND

IN THE MATTER OF
GATEHOUSE CAPITAL INC.
(the “Filer” or the “Manager”) AND
GLOBAL CREDIT PREF CORP.
AND TIS PRESERVATION & GROWTH FUND

DECISION

Background

The principal regulator in the Jurisdiction (the “**Decision Maker**”) has received an application from the Filer for a decision under the securities legislation of the Jurisdiction (the “**Legislation**”) for approval pursuant to subsection 5.5(2) of National Instrument 81-102 *Mutual Funds* (“**NI 81-102**”) of a change of control of the Manager (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 Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System*

(“**MI 11-102**”) is intended to be relied upon in Alberta, British Columbia, Manitoba, Newfoundland and Labrador, New Brunswick, Nova Scotia, Prince Edward Island, Quebec and Saskatchewan (together with Ontario, the “**Jurisdictions**”).

Interpretation

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

Representations

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

The Manager and the Funds

1. The Manager was incorporated on August 11, 2004 pursuant to the *Business Corporations Act* (Ontario). The Manager is not, to the best of its knowledge, in default of securities legislation in any Jurisdiction.
2. The Manager manages Global Credit Pref Corp. and the TIS Preservation & Growth Fund (collectively, the “**Funds**”), together with Global Credit Trust. The Manager handles and oversees the day-to-day operation of the Funds.
3. Global Credit Pref Corp. is a closed-end mutual fund corporation incorporated under the laws of the Province of Ontario on May 11, 2005. The preferred shares of Global Credit Pref Corp. are listed on the Toronto Stock Exchange. Global Credit Pref Corp. is not a conventional mutual fund and as a result has obtained exemptions from NI 81-102.
4. The TIS Preservation & Growth Fund is an open-end mutual fund trust that was established under the laws of the Province of Ontario pursuant to a trust agreement dated as of March 30, 2007 between the Manager and HSBC Trust Company (Canada) as trustee. Units of the TIS Preservation & Growth Fund are distributed in each province of Canada (except Quebec) under a simplified prospectus and annual information form dated April 9, 2009, as amended by amendment no. 1 thereto dated October 8, 2009, prepared in accordance with National Instrument 81-101 *Mutual Fund Prospectus Disclosure* (“**NI 81-101**”) and NI 81-102.

5. Global Credit Pref Corp. is a reporting issuer under the applicable securities legislation in each province of Canada. The TIS Preservation & Growth Fund is a reporting issuer under the applicable securities legislation in each province of Canada except Quebec. Neither of the Funds is on the list of defaulting reporting issuers maintained under applicable securities legislation in those jurisdictions.
6. First Asset Investment Management Inc. is the investment advisor to Global Credit Pref Corp. Accilent Capital Management Inc. is the investment advisor to the TIS Preservation & Growth Fund, and TIS Group, Inc. has been appointed as the investment sub-advisor to the TIS Preservation & Growth Fund.

The Proposed Acquisition

7. Bycke Asset Management Ltd., the sole shareholder of the Manager, and the Manager have entered into a share purchase agreement dated October 2, 2009 with Redwood Asset Management Inc. (the "Purchaser"), pursuant to which all of the issued and outstanding common shares in the capital of the Manager will be acquired by the Purchaser. The transaction remains subject to the receipt of all applicable regulatory approvals and the satisfaction of customary closing conditions, and is expected to close in December 2009 following receipt of the regulatory approvals and the expiration of the notice period provided for in Section 5.8(1)(a) of NI 81-102.
8. The Purchaser is a corporation established under the laws of Ontario and is registered as a dealer in the category of limited market dealer (now exempt market dealer) in Ontario. The Purchaser is not registered with any other securities commission in Canada. To the best of the Manager's knowledge, the Purchaser is not in default of securities legislation in any Jurisdiction. The directors and officers of the Purchaser are Jonathan Clapham, Gian Delzotto, Peter Shippen and Brian Petersen.
9. On closing of the transaction, the principal shareholders, direct and indirect, of the Purchaser will be IPI Corp. as to 21.3%, Mr. Jonathan Clapham as to 21.3% and Mr. Peter Shippen as to 17.1%. IPI Corp. is wholly-owned by Gian Delzotto, who is a director of the Purchaser.

Proposed Change of Control

10. The acquisition of the Manager will involve a direct change of control of the Manager. Pursuant to section 5.5(2) of NI 81-102, the approval of the Decision Maker must be obtained prior to the proposed change of control.

11. In connection with certain regulatory requirements applicable to the Funds:
- (a) a press release describing the proposed transaction was issued by the Manager on October 2, 2009 and filed under SEDAR Project Nos. 1483204, 1483205 and 1483206;
 - (b) a material change report was filed on October 9, 2009 under SEDAR Project Nos. 1484624, 1484625 and 1484627;
 - (c) an amendment to the TIS Preservation & Growth Fund's then current simplified prospectus and annual information form was filed under SEDAR Project No. 1384453 in accordance with the fund's continuous disclosure obligations; and
 - (d) notices regarding the change of control have been posted on SEDAR under SEDAR Project Nos. 1485159 and 1485162 and were sent to security holders of Global Credit Pref Corp. on October 29, 2009 and to security holders of the TIS Preservation & Growth Fund on October 15, 2009, pursuant to section 5.8(1)(a) of NI 81-102.

12. The Purchaser has indicated to the Manager that the change of control of the Manager will have no adverse effect on the management and administration of the Funds. While no material changes will be made to the management, operations or portfolio management of the Funds for a period of 60 days following the date that notices of the change of control are sent to security holders of the Funds, it is intended by the Purchaser that SciVest Capital Management Inc. will be appointed as the investment advisor of the TIS Preservation & Growth Fund effective on or about the closing of the transaction. TIS Group, Inc. would, however, remain as the investment sub-advisor to the TIS Preservation & Growth Fund. Although none are expected by the Purchaser, to the extent that any changes are made on, or following, the change of control of the Manager which constitute a "material change" within the meaning of National Instrument 81-106 *Investment Fund Continuous Disclosure* ("NI 81-106"), the Funds will comply with the continuous disclosure obligations set out in section 11.2 of NI 81-106.

13. As the directors and officers of the Manager will be a combination of the existing directors and officers of the Purchaser and the Manager, all directors and officers of the Manager following closing of the acquisition will continue to have the requisite integrity and experience as required under Section 5.7(1)(a)(v) of NI 81-102.

14. The Funds' independent review committee has reviewed the proposed transaction and recommended to the Manager that in its opinion the proposed transaction achieves a fair and reasonable result for the Funds. On closing of the transaction, all current members of the IRC will cease to be members of the IRC by operation of section 3.10(1)(c) of National Instrument 81-107 *Independent Review Committee for Investment Funds* ("**NI 81-107**") and, subject to their consent, are expected to be subsequently reappointed as members of the IRC as contemplated in the commentary to Sections 3.3(5) and 3.10 of NI 81-107.

15. In due course, it is expected that the new ownership of the Manager may contribute to greater economies of scale resulting in lower cost administration of the Funds.

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.

"Darren McCall"
Assistant Manager, Investment Funds Branch
Ontario Securities Commission

2.1.2 Ark Fund Management Ltd. and the Mutual Funds Listed in Appendix “A”

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted to allow mutual fund to short sell up to 20% of net assets, subject to certain conditions – National Instrument 81-102 Mutual Funds.

Applicable Legislative Provisions

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

December 4, 2009

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
ARK FUND MANAGEMENT LTD.
(the “Manager”)

AND

IN THE MATTER OF
THE MUTUAL FUNDS LISTED
IN APPENDIX “A” HERETO
(the “Existing Funds”)
(collectively, the Existing Funds and
the Manager, the “Filers”)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filers, on behalf of each of the Existing Funds and any other mutual fund as the Manager or any affiliate of the Manager may manage in the future (together with the Existing Funds, the “**Funds**”), for a decision under the securities legislation of the Jurisdiction of the principal regulator (the “**Legislation**”) exempting the Funds from the following requirements of the Legislation:

- (a) the requirement contained in subsection 2.6(a) of National Instrument 81-102 *Mutual Funds* (“**NI 81-102**”) prohibiting a mutual fund from providing a security interest over its assets;
- (b) the requirement contained in subsection 2.6(c) of NI 81-102 prohibiting a mutual fund from selling securities short; and
- (c) the requirement contained in subsection 6.1(1) of NI 81-102 prohibiting a mutual fund from depositing any part of its assets with an entity other than that mutual fund's custodian

(paragraphs (a), (b) and (c) together are referred to as the “**Exemption Sought**”).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions:

- (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, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Northwest Territories, Yukon Territories and Nunavut.

Interpretation

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

Representations

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

1. The Manager is a corporation incorporated under the laws of the Province of Ontario. The head office of the Manager is located in Toronto, Ontario.
2. Each Fund is, or will be, an open-end mutual fund trust or a class of shares of a mutual fund corporation, established under the laws of the Province of Ontario, of which the Manager, or an affiliate of the Manager, is or will be the manager.
3. Each Fund is, or will be, a reporting issuer in the provinces and territories of Canada, as set out in Appendix “A”, and distributes or will distribute securities under a simplified prospectus and annual information form and be otherwise subject to NI 81-102.
4. Each of the Funds is not, nor will be, in default of securities legislation in Ontario or any of the other provinces and territories of Canada.
5. The investment practices of each Fund will comply in all respects with the requirements of Part 2 of NI 81-102, except to the extent that the Fund has received permission from the applicable securities regulatory authorities or regulators to deviate therefrom.
6. The Manager proposes that each Fund be authorized to engage in a limited, prudent and disciplined amount of short selling. The Manager is of the view that the Funds could benefit from the implementation and execution of a controlled and limited short selling strategy. This strategy would complement the Funds’ primary discipline of buying securities with the expectation that they will appreciate in market value.
7. Short sales will be made consistent with each Fund’s investment objectives and investment strategies.
8. In order to effect a short sale, a Fund will borrow securities from either its custodian or a dealer (in either case, the “**Borrowing Agent**”), which Borrowing Agent may be acting either as principal for its own account or as agent for other lenders of securities.
9. Each Fund will implement the following requirements and controls when conducting a short sale:
 - (a) securities will be sold short for cash, with the Fund assuming the obligation to return to the Borrowing Agent the securities borrowed to effect the short sale;
 - (b) the short sale will be effected through market facilities through which the securities sold short are normally bought and sold;
 - (c) the Fund will receive cash for the securities sold short within normal trading settlement periods for the market in which the short sale is effected;
 - (d) the securities sold short will be liquid securities, and “liquid securities” are securities that satisfy either (i) or (ii) below:
 - (i) the securities are listed and posted for trading on a stock exchange; and
 - (A) the issuer of the security has a market capitalization of not less than CDN \$100 million, or the equivalent thereof, at the time the short sale is effected; or
 - (B) the Fund’s portfolio advisor has pre-arranged to borrow the securities for the purpose of such sale; or

Decisions, Orders and Rulings

- (ii) the securities are fixed-income securities, bonds, debentures or other evidences of indebtedness of, or guaranteed by, the Government of Canada or any province or territory of Canada or the Government of the United States of America;
- (e) at the time securities of a particular issuer are sold short:
 - (i) the aggregate market value of all securities of that issuer sold short by the Fund will not exceed 5% of the total net assets of the Fund; and
 - (ii) the Fund will place a "stop-loss" order with a dealer to immediately purchase for the Fund an equal number of the same securities if the trading price of the securities exceeds 120% (or such lesser percentage as the Manager may determine) of the price at which the securities were sold short;
- (f) the Fund will deposit Fund assets with the Borrowing Agent as security in connection with the short sale transaction;
- (g) the Fund will maintain appropriate internal controls regarding short sales prior to conducting any short sales, including written policies and procedures and risk management controls;
- (h) the Fund will keep proper books and records of all short sales and Fund assets deposited with Borrowing Agents as security; and
- (i) the Fund will provide disclosure in its simplified prospectus and annual information form of the proposed use of short selling by the Fund, the specific risks related to short selling, and details of this exemptive relief prior to implementing the short selling strategy.

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 in respect of each Fund:

1. the aggregate market value of all securities sold short by the Fund will not exceed 20% of the net assets of the Fund on a daily marked-to-market basis;
2. any short sales made by the Fund will be subject to compliance with the investment objectives of the Fund;
3. the Exemption Sought does not apply to a Fund that is classified as a money market fund or a short-term income fund;
4. the Fund maintains appropriate internal controls regarding its short sales including written policies and procedures, risk management controls and proper books and records;
5. the Fund holds "cash cover" (as defined in NI 81-102) in an amount, including the Fund assets deposited with Borrowing Agents as security in connection with short sale transactions, that is at least 150% of the aggregate market value of all securities sold short by the Fund on a daily marked-to-market basis;
6. no proceeds from short sales by the Fund will be used by the Fund to purchase long positions in securities other than cash cover;
7. for short sale transactions in Canada, every dealer that holds Fund assets as security in connection with short sale transactions by the Fund shall be a registered dealer in Canada and a member of a self-regulatory organization that is a participating member of the Canadian Investor Protection Fund;
8. for short sale transactions outside of Canada, every dealer that holds Fund assets as security in connection with short sale transactions by the Fund:
 - (i) is a member of a stock exchange and, as a result, be subject to a regulatory audit; and
 - (ii) has a net worth in excess of the equivalent of CDN \$50 million determined from its most recent audited financial statements that have been made public;

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9. except where the Borrowing Agent is the Fund's custodian, when the Fund deposits Fund assets with a Borrowing Agent as security in connection with a short sale transaction, the amount of Fund assets deposited with the Borrowing Agent does not, when aggregated with the amount of Fund assets already held by the Borrowing Agent as security for outstanding short sale transactions of the Fund, exceed 10% of the total assets of the Fund, taken at market value as at the time of the deposit;
10. the security interest provided by the Fund over any of its assets that is required to enable the Fund to effect short sale transactions is made in accordance with industry practice for that type of transaction and relates only to obligations arising under such short sale transactions;
11. prior to conducting any short sales, the Fund discloses in its simplified prospectus, or an amendment thereto, a description of: (i) short selling, (ii) how the Fund intends to engage in short selling, (iii) the risks associated with short selling, and (iv) in the Investment Strategy section of the simplified prospectus, the Fund's strategy and this exemptive relief;
12. prior to conducting any short sales, the Fund discloses in its annual information form, or an amendment thereto, the following information:
 - (i) that there are written policies and procedures in place that set out the objectives and goals for short selling and the risk management procedures applicable to short selling;
 - (ii) who is responsible for setting and reviewing the policies and procedures referred to in the preceding paragraph, how often the policies and procedures are reviewed, and the extent and nature of the involvement of the board of directors of the Manager in the risk management process;
 - (iii) the trading limits or other controls on short selling in place and who is responsible for authorizing the trading and placing limits or other controls on the trading;
 - (iv) whether there are individuals or groups that monitor the risks independent of those who trade; and
 - (v) whether risk measurement procedures or simulations are used to test the portfolio under stress conditions; and
13. prior to conducting any short sales, the Fund has provided to its securityholders not less than 60 days' written notice that discloses the Fund's intent to begin short selling transactions and the disclosure required in the Fund's simplified prospectus and annual information form as outlined in paragraphs 11 and 12 above, or the Fund's initial simplified prospectus and annual information form and each renewal thereof has included such disclosure.

The Exemption Sought shall terminate upon the coming into force of any legislation or rule of the principal regulator dealing with matters referred to in subsections 2.6(a), 2.6(c) and 6.1(1) of NI 81-102.

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

Appendix "A"

EXISTING FUNDS

Mutual fund corporations

Ark Mutual Funds Ltd.: Ark Aston Hill Opportunities Class¹
Ark Aston Hill Energy Class¹
Ark Aston Hill Monthly Income Class¹
Ark StoneCastle Stable Growth Class²

Ark Resource Corp.: Ark Catapult Energy Class Fund³

Mutual fund trust

Ark NorthRoad Global Fund³

¹ offered in all of the provinces and territories of Canada

² offered in the provinces of Alberta and British Columbia

³ offered in all of the provinces of Canada

2.1.3 HSBC Investment Funds (Canada) Inc. and HSBC Global Asset Management (Canada) Limited

Headnote

National Policy 11-203 Process for Exemptive Relief in Multiple Jurisdictions – Relief from requirement to deliver a renewal prospectus to mutual fund investors who purchase units pursuant to pre-authorized investment plans, subject to certain conditions.

Applicable Legislative Provisions

Securities Act (Ontario), ss. 71, 147.

November 24, 2009

**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
HSBC INVESTMENT FUNDS (CANADA) INC. AND
HSBC GLOBAL ASSET MANAGEMENT
(CANADA) LIMITED
(the Filers)**

AND

**IN THE MATTER OF
THE HSBC POOLED FUNDS AND THE
HSBC MUTUAL FUNDS
(collectively, the Funds)**

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filers for a decision (the **Exemption Sought**) under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) that the requirement in the Legislation to deliver the latest prospectus and any amendment to said prospectus (the **Delivery Requirement**) not apply in respect of a purchase and sale of securities of the Funds pursuant to a pre-authorized investment plan, including employee purchase plans, capital accumulation plans, or any other contract or arrangement for the purchase of a specified amount of securities on a regularly scheduled basis (an **Investment Plan**).

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

- (a) the Ontario Securities Commission is the principal regulator (**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 Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, and Newfoundland and Labrador.

Interpretation

Terms defined in National Instrument 14-101 Definitions have the same meaning if used in this decision, unless otherwise defined herein.

Representations

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

1. HSBC Investment Funds (Canada) Inc. is a corporation governed by the *Canada Business Corporations Act*, with its head office in Vancouver, British Columbia. HSBC Investment Funds (Canada) Inc. is the manager, trustee and principal distributor of the HSBC Mutual Funds.
2. HSBC Global Asset Management (Canada) Limited is a corporation governed by the *Canada Business Corporations Act*, with its head office in Vancouver, British Columbia. HSBC Global Asset Management (Canada) Limited is the manager and investment advisor of the Funds.
3. The Funds are open-ended mutual fund trusts established under the laws of British Columbia.
4. The Funds are reporting issuers under the laws of each of the provinces of Canada other than Prince Edward Island (collectively, the **Jurisdictions**). None of the Funds is in default of any of the requirements of securities legislation of the Jurisdictions.
5. Securities of the HSBC Mutual Funds are currently qualified for distribution in each of the Jurisdictions under a simplified prospectus and annual information form dated December 16, 2008.
6. Securities of the HSBC Pooled Funds are currently qualified for distribution in each of the Jurisdictions under a simplified prospectus and annual information form dated November 21, 2008.
7. The HSBC Pooled Funds are currently sold only to investors as part of a discretionary management service provided by HSBC Global Asset Manage-

- ment (Canada) Limited or its affiliates. The HSBC Pooled Funds are distributed by HSBC Investment Funds (Canada) Inc. and HSBC Securities (Canada) Inc., and where permitted by applicable securities laws, by HSBC Global Asset Management (Canada) Limited. The HSBC Pooled Funds may also be distributed through other broker dealers, mutual fund dealers or approved advisors that may or may not be affiliated with HSBC Global Asset Management (Canada) Limited.
8. The HSBC Mutual Funds are distributed by HSBC Investment Funds (Canada) Inc. and its affiliates. The HSBC Mutual Funds may also be distributed through broker dealers or mutual fund dealers that may or may not be affiliated with the HSBC Investment Funds (Canada) Inc. (together with HSBC Investment Funds (Canada) Inc., HSBC Securities (Canada) Inc., HSBC Global Asset Management (Canada) Limited, and such other dealers or approved advisors described above under item 7, **Distributors**).
 9. Each of the Funds may offer investors the opportunity to invest in a Fund on a regular or periodic basis pursuant to an Investment Plan.
 10. Under the terms of an Investment Plan, an investor instructs a Distributor to accept additional contributions on a pre-determined frequency and/or periodic basis and to apply such contributions on each scheduled investment date to additional investments in specified Funds. The investor authorizes a Distributor to debit a specified account or otherwise makes funds available in the amount of the additional contributions. An investor may terminate the instructions, or give amended instructions, at any time.
 11. An investor who establishes an Investment Plan (a **Participant**) receives a copy of the current simplified prospectus relating to the Funds at the time an Investment Plan is established.
 12. Pursuant to the Legislation, a Distributor not acting as agent of the purchaser, who receives an order or subscription for a security of a Fund offered in a distribution to which the Delivery Requirement applies, must, unless it has previously done so, send by prepaid mail or deliver to the purchaser the latest prospectus and any amendment to the prospectus filed either before entering into an agreement of purchase and sale resulting from the order or subscription or not later than midnight on the second day, exclusive of Saturdays, Sundays and holidays, after entering into such agreement.
 13. Pursuant to the Legislation, an agreement referred to in paragraph 12 above is not binding on the purchaser if a Distributor receives notice of the intention of the purchaser not to be bound by the agreement of purchase and sale within a specified time period (a **Withdrawal Right**).
 14. As a result of exemptive relief from the Delivery Requirement, Withdrawal Rights will not apply in respect of purchases made by Participants pursuant to an Investment Plan.
 15. The terms of an Investment Plan are such that an investor can terminate the instructions to the Distributor at any time. Therefore, there is no agreement of purchase and sale until a scheduled investment date arrives and the instructions have not been terminated. At this point, the securities are purchased.
 16. A Distributor not acting as agent for the applicable investor is required to mail or deliver to all Participants who purchase securities of Funds pursuant to an Investment Plan, the current simplified prospectus of the applicable Funds at the time the investor enters into the Investment Plan and thereafter, any new prospectus or amendment thereto (a **Renewal Prospectus**) filed pursuant to the Legislation.
 17. There is significant cost involved in the annual printing and mailing or delivery of the Renewal Prospectus to Participants. The annual cost of production of a Renewal Prospectus is borne by the applicable Fund. In addition, mailing costs are incurred.
 18. Unitholders of the Funds who are currently Participants will be sent a notice (**Notice**) advising them:
 - (a) of the terms of the relief and that Participants will not receive any Renewal Prospectus of the Funds unless one is requested;
 - (b) that they may request the Renewal Prospectus by calling a toll-free number or by e-mail or by fax and the Applicants will send the Renewal Prospectus to any Participant that requests it. Participants will receive with the Notice a request form (a **Request Form**) under which a Participant may request, at no cost to the Participant, to receive the Renewal Prospectus;
 - (c) that the Renewal Prospectus may be found either on the SEDAR website or on the applicable Fund's website;
 - (d) that they can subsequently request the current Renewal Prospectus and any amendments thereto by contacting the applicable Applicant and the Applicants

will provide a toll-free telephone number for contacting it for this purpose;

- (e) that they will not have Withdrawal Rights in respect of purchases pursuant to an Investment Plan, but they will have the right of action for damages or rescission in the event any Renewal Prospectus contains a misrepresentation (a **Misrepresentation Right**), whether or not they request a copy of the Renewal Prospectus; and
- (f) that they will continue to have the right to terminate the Investment Plan at any time before a scheduled investment date.

19. Future investors who choose to become Participants and invest in any Funds will be advised, in the documents they receive with respect to their participation in the Investment Plan or in the simplified prospectus of the Funds (in the section of the prospectus that describes the Investment Plan):

- (a) of the terms of the relief granted, and that Participants will not receive a Renewal Prospectus unless they request it at the time they initially invest in an Investment Plan or subsequently request it from the Applicants;
- (b) that a Renewal Prospectus and any amendments thereto may be found either on the SEDAR website or on the applicable Fund's website;
- (c) that they will not have a Withdrawal Right with regard to purchases made pursuant to an Investment Plan, other than in respect of the initial purchase and sale, but they will have a Misrepresentation Right, whether or not they request the Renewal Prospectus; and
- (d) that they have the right to terminate an Investment Plan at any time before a scheduled investment date.

20. Participants will also be advised annually in writing, as part of an account statement sent by the Distributor or otherwise, how they can request a current Renewal Prospectus and any amendments thereto and that they have a Misrepresentation Right.

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) in respect of purchases and sales of securities of the Funds to Participants who purchase the securities pursuant to an Investment Plan which is in existence on the date of this decision:
 - (i) Participants who are current securityholders of the Funds are sent the Notice and Request Form described in paragraph 18 above;
 - (ii) under the terms of the Investment Plan, a Participant can terminate participation in the Investment Plan at any time;
 - (iii) Participants are advised annually in writing (in an account statement sent by the Distributor or otherwise) how they can request the current Renewal Prospectus and any amendments thereto and that they have a Misrepresentation Right; and
 - (iv) the Misrepresentation Right in the Legislation of a Jurisdiction is maintained in respect of a Participant whether or not a Renewal Prospectus is requested or received.
- (b) in respect of purchases and sales of securities of the Funds to Participants who purchase the securities pursuant to an Investment Plan which is established after the date of this decision:
 - (i) Participants are advised, in the simplified prospectus of the applicable Funds or in the documents they receive in respect of their participation in the Investment Plan, of the information described in paragraph 19 above;
 - (ii) under the terms of the Investment Plan, a Participant can terminate participation in the Investment Plan at any time;
 - (iii) Participants are advised annually in writing (in an account statement sent by the Distributors or otherwise) how they can request the current Renewal Prospectus and any

amendments thereto and that they have a Misrepresentation Right; and

- (iv) the Misrepresentation Right in the Legislation of a Jurisdiction is maintained in respect of a Participant whether or not a Renewal Prospectus is requested or received.

The decision, as it relates to the jurisdiction of the Principal Regulator, will terminate one year after the publication in final form of any legislation or rule dealing with the Delivery Requirement.

“Margot C Howard”
Ontario Securities Commission

“Paulette Kennedy”
Ontario Securities Commission

2.1.4 Goodman & Company, Investment Counsel Ltd.

Headnote

National Policy 11-203 Process for Exemption Relief Applications in Multiple Jurisdictions – relief granted from investment prohibition in subsection 4.1(1) of NI 81-102 to permit purchases of securities under private placement where the issuer is not a reporting issuer in any of the jurisdictions – relief conditional on the fund complying with subsection 4.1(4)(a) and (d) which include approval by the mutual funds’ independent review committee.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 4.1(1), 19.1.

November 6, 2009

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

AND

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

AND

**IN THE MATTER OF
GOODMAN & COMPANY,
INVESTMENT COUNSEL LTD.
(the Dealer Manager)**

DECISION

Background

The Principal Regulator (as defined below) in the Principal Jurisdiction has received an application from the Dealer Manager for a decision under the securities legislation of the Principal Jurisdiction of the Principal Regulator (the “**Legislation**”) for an exemption pursuant to Section 19.1 of National Instrument 81-102 (“**NI 81-102**”) from compliance with Subsection 4.1(1) of NI 81-102 (the “**Exemption Sought**”).

The exemption would enable the Dynamic Precious Metals Fund and the Dynamic Focus + Small Business Fund for which the Dealer Manager acts as manager (together, the “**Dealer Managed Funds**”) to invest in the Special Warrants (as defined below) of Peregrine Metals Ltd. (the “**Issuer**”) during the distribution (the “**Distribution Period**”) and to invest in Securities (as defined below) of the Issuer during the 60-day period (the “**60-Day Period**”) following completion of the Distribution Period (the Distribution Period and the 60-Day Period together, the “**Prohibition Period**”), notwithstanding that an affiliate of the Dealer Manager is acting in connection with the offering of Special

Warrants. The offering is a private placement offering (the “**Private Placement**”) and the Issuer is not a reporting issuer in any of the Jurisdictions (as defined below).

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

- (a) the Ontario Securities Commission is the principal regulator (the “**Principal Regulator**”) for this application, and
- (b) the Dealer Manager has provided notice that Section 4.7(1) of Multilateral Instrument 11-102 Passport System (“**MI 11-102**”) is intended to be relied upon in all other provinces and territories of Canada (collectively with the Principal Jurisdiction, the “**Jurisdictions**”).

Interpretation

Defined terms contained in National Instrument 14-101 – *Definitions* and MI 11-102 have the same meanings in this decision (“**Decision**”) unless they are otherwise defined in this Decision.

Representations

This Decision is based on the following facts represented by the Dealer Manager:

1. The Dealer Manager is a “dealer manager” with respect to the Dealer Managed Funds, and the Dealer Managed Funds are each a “dealer managed fund”, as such terms are defined in Section 1.1 of NI 81-102.
2. The Dealer Managed Funds are open-ended mutual fund trusts established under the laws of the Province of Ontario. The securities of the Dealer Managed Funds are qualified for distribution in all of the provinces and territories of Canada pursuant to a simplified prospectus that has been prepared and filed in accordance with the applicable securities legislation.
3. The Dealer Manager is a corporation incorporated under the laws of Ontario and holds a registration in the category of portfolio manager in Ontario, British Columbia, Quebec, Alberta, Manitoba, Saskatchewan, Nova Scotia and New Brunswick. The head office of the Dealer Manager is located in Toronto, Ontario.
4. The Private Placement is being marketed on a best efforts basis, subject to certain terms, by a syndicate of agents which we understand will include Dundee Securities Corporation (the “**Related Underwriter**”), an affiliate of the Dealer Manager, with a 50% interest, and GMP Securities L.P. with a 50% interest (the Related Underwriter and any other underwriter which is now or may become part of the syndicate prior to closing, the “**Underwriters**”).

5. According to the undated term sheet in respect of the Private Placement (the “**Term Sheet**”), the Private Placement is being made on a best efforts basis for up to 30,000,000 special warrants (each, a “**Special Warrant**”) at a price of \$1.00 per Special Warrant (the “**Offer Price**”), with the total issue amount of \$30,000,000. In addition, the Underwriters will be granted an option to increase the issue amount by up to \$7,500,000 at any time up to 24 hours prior to the Closing Date.
6. The Underwriters will be paid a cash fee equal to 6.0% of the gross proceeds raised under the Private Placement. In addition, the Issuer will also issue to the Underwriters broker special warrants (the “**Broker Special Warrants**”) which will be exercisable for no additional consideration to acquire that number of broker warrants (the “**Broker Warrants**”) which is equal to 6.0% of the number of Special Warrants sold under the Private Placement. Each Broker Warrant will be exercisable to acquire one common share of the Issuer at a price equal to the Offer Price for a period of 18 months after the Closing Date.
7. Each Special Warrant will be exercisable, without payment of any additional consideration, for one unit of the Issuer (each, a “**Unit**”), each Unit consisting of one common share of the Issuer (each, a “**Unit Share**”) and one-half of one warrant of the Issuer (each whole warrant, a “**Warrant**”) and together with the Unit Shares and the Special Warrants, the “**Securities**”). Each Warrant will entitle the holder thereof to purchase one common share of the Issuer at a price and for a period to be determined in the context of the market.
8. The Special Warrants will be automatically exercised on the earlier of: (i) 5:00 p.m. (Toronto time) on the third business day after the date (the “**Listing Date**”) the Common Shares become listed on the Toronto Stock Exchange (the “**TSX**”); and (ii) 5:00 p.m. (Toronto time) on the date which is four months and one day after the Closing Date. All Special Warrants sold under the Private Placement will only be exercised pursuant to the foregoing automatic exercise mechanisms and will not be exercisable upon any act of the holder thereof. If the Listing Date does not occur by the date which is four months and one day after the Closing Date, each Special Warrant shall be exchangeable for 1.10 Unit Shares (in lieu of one Unit Share) and 0.55 Warrants (in lieu of one-half Warrant), and the Issuer shall continue to use its commercially reasonable best efforts to become listed on the TSX. The Broker Special Warrants will be deemed to be exercised concurrently with the deemed exercise of the Special Warrants.
9. According to the Term Sheet, the net proceeds of the Private Placement will be used to complete a Preliminary Economic Assessment and Preliminary Feasibility Study with respect to a heap leach

operation at the Issuer's Altar Copper gold project in Argentina and for general corporate purposes.

10. The Dealer Manager is currently compliant with and acting in reliance on National Instrument 81-107 – *Independent Review Committee for Investment Funds* (“**NI 81-107**”) with respect to the Dealer Managed Funds.
11. The respective investment objectives of the Dealer Managed Funds permit them to invest in the Securities.
12. The Dealer Manager may wish to cause the Dealer Managed Funds to invest in the Special Warrants during the Distribution Period and in the Securities during the 60-Day Period.
13. Pursuant to NI 81-107 and to the amendments to NI 81-102 that came into force on November 1, 2006 (the “**Amendments**”), investments in securities during a Prohibition Period are no longer prohibited under Section 4.1 of 81-102 where, among other things, the distribution is made by a prospectus filed in one or more of the Jurisdictions and the investments have been approved in accordance with NI 81-107.
14. The Amendments, however, do not extend to provide relief for investments in securities during a Prohibition Period where the offering is a private placement. Accordingly, an application for relief was made by the Dealer Manager and relief was granted from the Canadian Securities Administrators (“**CSA**”) on August 24, 2007 (the “**Private Placement Relief**”). The Private Placement Relief allows certain funds managed by the Dealer Manager to be able to invest in equity securities of an issuer in connection with a private placement during the Prohibition Period on the condition that the issuer is a reporting issuer in one of the Jurisdictions and such investment is made in accordance with NI 81-107.
15. The Private Placement Relief does not apply to the Private Placement as the Issuer is not a reporting issuer in any of the Jurisdictions and the offering of Special Warrants is not being made pursuant to a prospectus. However, the Dealer Manager will comply with paragraphs (a) and (d) of Subsection 4.1(4) of NI 81-102 and with NI 81-107.

- At the time of purchase by the Dealer Managed Funds during the Prohibition Period for the Private Placement, the Dealer Managed Funds have an independent review committee (“**IRC**”) that complies with NI 81-107 and the IRC of the Dealer Managed Funds will have approved the investment in accordance with each of Subsection 4.1(4)(a) of NI 81-102 and NI 81-107. Each Dealer Managed Fund will also comply with paragraph (d) of Subsection 4.1(4) of NI 81-102.

“Darren McKall”
Assistant Manager, Investment Funds Branch
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.

The Decision of the Principal Regulator under the Legislation is that the Exemption Sought is granted provided that the following condition is satisfied:

2.1.5 NexGen Financial Limited Partnership and the NexGen Mutual Funds

Headnote

National Policy 11-203 – relief granted certain disclosure and consent requirements of section 8.2 of National Instrument 81-105 Mutual Fund Sales Practices – some units issued by Filer purchased by sales representatives of participating dealers pursuant to private placement – NI 81-105 triggers certain disclosure and consent requirements relating to ‘equity interests’ held by sales representatives, including requirement to continuously update disclosure and consent – compliance with updating requirements can be administratively burdensome with limited additional benefit to investors – disclosure and consent requirements in NI 81-105 modified to allow evergreen disclosure of aggregate holdings up to a stated maximum percentage to reduce the need for continuous updates but still provide key disclosure to investors – participating dealers wishing to rely on exemption must agree to abide by terms and conditions of decision document, including requirement for written policies and procedures for compliance with modified disclosure requirements.

Applicable Legislative Provisions

National Instrument 81-105 Mutual Fund Sales Practices, ss. 8.2, 9.1.

December 18, 2009

**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
NEXGEN FINANCIAL LIMITED PARTNERSHIP
(the “Filer”)**

AND

**THE NEXGEN MUTUAL FUNDS
(the “Funds”)**

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction (the **Legislation**) exempting the Funds and certain dealers and their sales representatives (defined below as the **Participating Dealers** and the **Dealer Representatives**) from specified requirements in section 8.2 of National Instrument 81-105 *Mutual Fund Sales Practices* (**NI 81-105**), on the terms and conditions in this Decision (the **Exemption Sought**).

Under the Process for Exemption 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 and Quebec.

Interpretation

Terms defined in National Instrument 14-101 *Definitions*, MI 11-102 and NI 81-105 have the same meaning in this decision unless they are defined in this decision.

Representations

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

1. The Filer is a limited partnership formed under the laws of the Province of Ontario having its head office in Toronto, Ontario.
2. The Filer is the manager of the Funds. Accordingly, the Filer is a “member of the organization” of the Funds within the meaning of NI 81-105. Neither the Filer nor the Funds is in default of the securities legislation of any Jurisdiction (as defined below).
3. The Funds are qualified for sale in the Provinces of British Columbia, Alberta, Ontario and Quebec (collectively the **Jurisdictions**) pursuant to a simplified prospectus and annual information form dated May 15, 2009 and are distributed through independent dealers in the Jurisdictions, which dealers are considered “participating dealers” (**Participating Dealers**) of the Funds within the meaning of National Instrument 81-102 *Mutual Funds (NI 81-102)*.
4. On December 9, 2009, the Filer completed a private placement (the **Private Placement**) of approximately 1.5 million of its priority common units (**Units**) at a price of \$10 per Unit pursuant to an offering memorandum, which represents approximately 31% of the Filer’s issued and outstanding voting securities.
5. In early to mid-2010, the Filer intends to file in a non-offering preliminary and final prospectus with the Ontario Securities Commission which, subject to the issuance of a final receipt, will cause the Filer to become a reporting issuer in the province of Ontario. The Filer also intends to list the Units for trading on a stock exchange in Canada within two years of the closing of the Private Placement.
6. To the best of the Filer’s knowledge, sales representatives (**Dealer Representatives**) of various Participating Dealers collectively purchased approximately 118,000 Units. This represents approximately 2.5% of the Filer’s issued and outstanding voting securities.
7. Purchases by individual Dealer Representatives were limited to no more than 1.5% of the Units issued under the Private Placement, which represents approximately 0.5% of the Filer’s issued and outstanding voting securities.
8. The compensation provided to the Participating Dealers, as described in the simplified prospectus of the Funds, will be the same whether or not a Dealer Representative of such Participating Dealer has purchased Units under the Private Placement.
9. Neither the Filer nor any other member of the organization of the Funds will provide any incentive (whether express or implied) to any Dealer Representative or to a Participating Dealer to encourage Dealer Representatives or Participating Dealers to recommend the Funds to their clients rather than mutual funds managed by persons other than the Filer, except as permitted by NI 81-105.
10. Since the Filer does not have securities listed on a Canadian stock exchange, any purchases of Units by a Dealer Representative would represent an ‘equity interest’ (an **Equity Interest**) in the Filer for the purposes of that definition under NI 81-105.
11. Accordingly, absent the Exemption Sought, section 8.2 of NI 81-105 would require that:
 - (a) the simplified prospectus of the Funds disclose:
 - (i) the aggregate amount of Units held by a Participating Dealer and associates of the Participating Dealer; and
 - (ii) the aggregate amount of Units held by all Dealer Representatives of a Participating Dealer and associates of those Dealer Representatives;
 - (b) for each trade of a security of a Fund, the Participating Dealer acting in respect of the trade must deliver a document (the **Disclosure Document**) to the purchaser that discloses:
 - (i) the aggregate amount of Units held by the Participating Dealer and its associates;
 - (ii) the aggregate amount of Units held by the Dealer Representatives of the Participating Dealer and associates of those Dealer Representatives; and

- (iii) the aggregate amount of Units held by the particular Dealer Representative acting on the trade, and associates of that Dealer Representative;
- (c) in addition to the Disclosure Document required under (b) above, the Participating Dealer must obtain the purchaser's consent to the trade prior to the completion of the trade and after the purchase has received the Disclosure Document.

(collectively referred to as the **Equity Disclosure and Consent Requirements**)

12. Section 8.2 of NI 81-105 would also require that the disclosure and consents described in paragraph 11 above be updated if there any changes in the Equity Interests in the Filer previously disclosed.
13. The Filer believes that the Equity Disclosure and Consent Requirements as they apply to the Filer could lead to an undue regulatory burden on the Funds, the Participating Dealers and the Dealer Representatives, whether those Dealer Representatives have purchased Units or not.
14. The Equity Disclosure and Consent Requirements could require the Filer to amend the simplified prospectus each time a Dealer Representative purchases a single Unit of the Filer, which can be costly and difficult to track.
15. For the Participating Dealers, so long as one of its Dealer Representatives acquires a single Unit of the Filer, the Participating Dealer will have to ensure that all of its Dealer Representatives (including those that have not purchased Units), located across the Jurisdictions, have Disclosure Documents with precise, up to date information on Equity Interests in the Filer held by those Dealer Representatives, to provide to purchasers and must ensure that they have obtained purchaser consents, prior to acting on any trade in securities of the Funds. The Disclosure Document and the consents would then have to be updated for each subsequent trade in securities of the Funds, in the event that any Dealer Representative purchases a single Unit of the Filer.
16. Given that the Filer intends to become a reporting issuer in 2010 and its Units will be freely tradeable (subject to resale provisions in applicable securities legislation), compliance with the Equity Disclosure and Consent Requirements, particularly the requirements to continuously update the disclosure with each change in Equity Interests could prove challenging and costly from a compliance standpoint for the Filer and the Participating Dealers going forward, without any corresponding benefit to investors from such continuously updated disclosure and consent.
17. Allowing the disclosure made for the purposes of the Equity Disclosure and Consent Requirements to be as evergreen as possible while maintaining the key elements of the disclosure in the manner contemplated in this Decision would reduce the administrative burden to the Filer, the Participating Dealers and Dealer Representatives, thereby ensuring greater compliance.
18. Investors will not be prejudiced as they will still be provided with accurate disclosure of Equity Interests in the Filer held by Dealer Representatives, and will still have to provide consent for a first trade in the securities of a Fund, in the manner contemplated in the Equity Disclosure and Consent Requirements. They will also remain in a position to evaluate and analyze any potential conflict of interest resulting from the Equity Interest in the Filer held by their Dealer Representative.
19. Accordingly, the Filer is requesting the Exemption Sought such that it would permit:
 - (a) More aggregated, and less technically precise, but, from the Filer's point of view, equally meaningful disclosure about the Equity Interests of Dealer Representatives, be given by Participating Dealers and Dealer Representatives. If a Dealer Representative trades in a security of a Fund and that Dealer Representative has an Equity Interest in the Filer, then the Dealer Representative will provide a Disclosure Document to their client, disclosing that:
 - (i) the Dealer Representatives of the Participating Dealer and their associates, in aggregate, hold no more than a stated percentage of the securities of the Filer;
 - (ii) the Dealer Representative and his or her associates, in aggregate, who is acting on the trade holds no more than a stated percentage of the securities of the Filer; and
 - (iii) the aggregated percentage Equity Interest of the Dealer Representatives of the Participating Dealer is disclosed on the Filer's website, and the website address will be provided.

- (b) If the branch manager of the Dealer Representatives is also a Dealer Representative, then any Dealer Representatives who report to that branch manager must provide clients with a Disclosure Document similar to (a) above, but modified to reflect the fact that the branch manager is the Dealer Representative.
- (c) The Participating Dealers and Dealer Representatives would be responsible for choosing a percentage number that is accurate, but one that will not change regularly so that constant updating of the Disclosure Documents and renewals of any applicable client consents will not be necessary.

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:

1. Within 90 days from the closing date of the Private Placement the simplified prospectus of the Funds contains disclosure that describes:
 - (a) the names of any Participating Dealers who have Dealer Representatives that hold Units of the Filer and the fact that up-to-date information can be obtained from the Filer's website, which will be updated if there are any changes to the Equity Interests of Dealer Representatives;
 - (b) that no Dealer Representative is expected to hold more than 1.5% of the Filer's Units;
 - (c) that if an investor's Dealer Representative holds Units then that investor will receive a disclosure statement describing the equity interest held by that Dealer Representative; and
 - (d) that if the branch manager or other supervisor of the investor's Dealer Representative is a Dealer Representative, the investor will also receive a disclosure statement describing the equity interest that the branch manager or supervisor holds before they invests in the Funds and that they must consent to the trade of securities of the Funds.
2. The disclosure in the simplified prospectus referred to in condition 1 is updated with each renewal of the simplified prospectus, and in that case the information is current as of a date that is no more than 30 days from the date of the simplified prospectus.
3. The Filer updates its website to provide the aggregate percentage Equity Interests held by Dealer Representatives and the names of the applicable Participating Dealers will be updated if new Dealer Representatives of additional Participating Dealers acquire Units or if the aggregate percentages previously disclosed, change.
4. Prior to a Participating Dealer relying on this Decision, the Filer has provided a copy of this Decision to the Participating Dealer together with a disclosure statement informing the Dealer of the ramifications of the Exemption Sought.
5. Any Participating Dealer wishing to rely on this Decision shall:
 - (a) send a written consent to the Filer agreeing to comply with the conditions of this decision as they relate to the Participating Dealer and its Dealer Representatives; and
 - (b) have in place written policies and procedures to ensure that there is compliance with the conditions of this Decision.
6. Before completing a trade in a security of a Fund in which a Dealer Representative is acting, the Participating Dealer and Dealer Representative wishing to rely on this Decision, shall:
 - (a) Provide the client with a disclosure statement that discloses:
 - (i) that Dealer Representatives of the Participating Dealer and their associates hold, in the aggregate, no more than a stated percentage of the securities of the Filer;
 - (ii) that the Dealer Representative acting on the trade holds no more than a stated percentage of the securities of the Filer; and

- (iii) that the client may go to the Filer's website, which will be disclosed in the statement, to obtain additional information about the holdings of the Participating Dealer and its Dealer Representatives;
 - (b) ensure that the stated percentage disclosed in (a)(i) above shall be that number determined by the Participating Dealer that reasonably and accurately represents the maximum amount that it expects its Dealer Representatives to hold from time to time in the Filer. The stated percentage must be disclosed pursuant to (a)(ii) above, shall be that number determined by the Dealer Representative that reasonably and accurately represents the maximum amount that they expect to hold from time to time in the Filer, and shall not exceed 1.5% percent;
 - (c) obtain the necessary client consent required under subsection 8.2(4) of NI 81-105, unless, in respect of a subsequent trade in securities of the Funds, there has been no change to the disclosure in the disclosure statement since the previous trade, pursuant to subsection 8.2(5) of NI 81-105; and
 - (d) ensure that in the event a Dealer Representative assumes a position of authority or supervision over other Dealer Representatives of the Participating Dealer, before completing a trade in a security of the Funds that is acted on by one of those Dealer Representatives, the Participating Dealer and the other Dealer Representative shall comply with the requirements of conditions 5 (a), (b) and (c) above, to disclose the amount held by that Dealer Representative in the position of authority.
7. If the Equity Interests of Dealer Representatives of a Participating Dealer, in aggregate exceed the stated percentage referred to in Condition 5 above, then the Equity Disclosure and Consent Requirements as prescribed in section 8.2 of NI 81-105 will apply in respect of Equity Interests held by that Participating Dealer and its Dealer Representatives until such time as the Equity Interest falls below the above-mentioned stated percentage.
8. This Decision will expire on the earlier of the date:
- (a) the Filer's securities are listed for trading on a Canadian stock exchange; or
 - (b) NI 81-105 is amended or replaced such that the Equity Disclosure and Consent Requirements under that Instrument are no longer in force.

"Carol S. Perry"
Commissioner
Ontario Securities Commission

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

2.1.6 RBC Asset Management Inc. and Phillips, Hager & North Investment Management Ltd.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – relief granted from conflict of interest provisions to allow index mutual funds to purchase offerings of equity securities in which a related dealer acts as underwriter – relief required in order to permit index funds to track their index and meet investment objectives – portfolio advisor has little discretion over which securities to purchase and when – purchases must be necessary to track the index and be subject to independent review committee approval.

Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 4.1(1), 19.1.

November 11, 2009

**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
RBC ASSET MANAGEMENT INC. AND
PHILLIPS, HAGER & NORTH
INVESTMENT MANAGEMENT LTD.
(each, a Filer and, collectively, the Filers)**

AND

**IN THE MATTER OF
THE INDEX FUNDS
(as defined below)**

DECISION

Background

The principal regulator in the Jurisdiction received an application (the **Application**) from the Filers on behalf of the RBC Canadian Index Fund, the RBC U.S. Index Fund and any additional or future index mutual funds (as defined below) to which National Instrument 81-102 – *Mutual Funds* (**NI 81-102**) applies (each, an **Index Fund** and, collectively, the **Index Funds**) for which a Filer, or an affiliate of a Filer, acts as the manager or portfolio adviser for a decision (the **Exemption Sought**) under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) exempting the Index Funds from the prohibition in Section 4.1(1) of NI 81-102 (the **Prohibition**)

to permit the Index Funds to make an investment in a class of equity securities (**Securities**) of an issuer during the period of the distribution (the **Distribution**) or during the period of 60 days after the Distribution (the **60-Day Period**), notwithstanding that an associate or affiliate of a Filer acts as an underwriter in the Distribution.

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions:

- (a) the Ontario Securities Commission is the principal regulator for the Application; and
- (b) the Filers have provided notice that Section 4.7 of Multilateral Instrument 11-102 – *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland & Labrador, Northwest Territories, Yukon and Nunavut (the **Passport Jurisdictions**). The Passport Jurisdictions and the Jurisdiction are referred to collectively as the **Jurisdictions**).

Interpretation

Terms defined in, National Instrument 14-101 – *Definitions* and MI 11-102 have the same meanings if used in this decision. Certain other defined terms have the meanings given to them in this decision.

Representations

1. The Filers and the Index Funds are not in default of securities legislation in any of the Jurisdictions.
2. Each of the Index Funds is, or will be, an open-ended mutual fund trust or mutual fund corporation established under the laws of the Province of Ontario or another Jurisdiction.
3. Each of the Index Funds is, or will be, a 'dealer managed mutual fund' (as that term is defined in section 1.1 of NI 81-102) that is a reporting issuer in each of the Jurisdictions.
4. A Filer, or an affiliate of a Filer, is, or will be, the manager or portfolio adviser of each of the Index Funds.
5. An independent review committee (the **IRC**) has been, or will be appointed for each of the Index Funds under National Instrument 81-107 *Independent Review Committee for Investment Funds* (**NI 81-107**).
6. Each Filer is currently an affiliate of RBC Dominion Securities Inc. and RBC Capital Markets Corporation (each, a **Related Dealer**), either of which may act as an underwriter in a Distribution. Each of the Related Dealers is an affiliate of the Royal Bank of Canada (**RBC**) which is a global financial institution. RBC may also act as an

- underwriter in a Distribution. (RBC and each Related Dealer are collectively, the **Related Dealers**).
7. Each of the Index Funds is or will be an 'index mutual fund' pursuant to part (a) of that definition in section 1.1 of NI 81-102.
 8. The investment objective of the RBC Canadian Index Fund is to track the performance of a generally recognized index of Canadian equity market performance, currently being the S&P/TSX Composite Total Return Index (the **S&P/TSX Composite Index**). The fund achieves its investment objective by directly investing in Securities comprising the S&P/TSX Composite Index in substantially the same proportion as those Securities are represented in the S&P/TSX Composite Index.
 9. The investment objective of the RBC U.S. Index Fund is to track the performance of a generally recognized index of U.S. equity market performance, currently being the Standard & Poor's 500 Total Return Index (Cdn\$) (the **S&P 500 Index**). The fund achieves its investment objective by directly investing in Securities comprising the S&P 500 Index in substantially the same proportion as those Securities are represented in the S&P 500 Index.
 10. The S&P/TSX Composite Index and the S&P 500 Index are each a 'permitted index' as that term is defined in section 1.1 of NI 81-102 (a **Permitted Index**).
 11. Similar to the current Index Funds, any future Index Funds to which the Exemption Sought will apply will have an investment objective to track the performance of an index of equity market performance that is a Permitted Index. Any future Index Fund to which the Exemption Sought will apply will achieve its investment objective by investing directly in Securities comprising its Permitted Index in substantially the same proportion as those Securities are represented in the index.
 12. The RBC Canadian Index Fund and the RBC U.S. Index Fund received relief (the **Prior Relief**) on February 27, 2002 from the Prohibition to permit these Index Funds to invest in Securities during a Distribution or during the 60-Day Period notwithstanding that a Related Dealer acts as an underwriter in the Distribution, subject to certain conditions. The Prior Relief expired on November 1, 2007 pursuant to the terms of Section 7.2 of NI 81-107.
 13. RBC currently carries on its investment banking business outside of Canada primarily in the United States, but carries on its investment banking business in other countries, such as the United Kingdom and Australia, as well.
 14. Each of the Index Funds has, or will have, an investment objective that permits it to invest in Securities of issuers that are not reporting issuers in a Jurisdiction.
 15. Each Filer considers that an Index Fund may be prejudiced because the Index Fund's tracking error will be negatively impacted if it cannot acquire Securities represented in the Index Fund's Permitted Index during a Distribution or the 60-Day Period and as a result cannot hold the Securities in its Permitted Index in substantially the same proportion as they are held in the index. This will also impede the ability of an Index Fund to meet its investment objective.
 16. In almost all Distributions in respect of which the Exemption Sought is required, a Related Dealer's involvement as an underwriter in a particular Distribution will not be known by a Filer, or an affiliate of a Filer, sufficiently long enough in advance to make an application for relief on a case-by-case basis.
 17. The prejudice that may result for an Index Fund also puts the Index Funds at a competitive disadvantage to almost all other index mutual funds in Canada since the Filers are among the few firms, if not the only firms, with a related party dealer in the U.S. and other jurisdictions outside of Canada that is involved on a frequent basis in these types of underwritings.
 18. A Distribution in respect of which the Exemption Sought is requested will be made by means of a prospectus, or similar public offering document (a **Public Offering**), or by means of a private placement (a **Private Placement**) in the jurisdiction in which the Distribution primarily takes place. The Securities issued in the Distribution will be listed on a stock exchange that is a "recognized stock exchange" within the meaning of section 248(1) of the *Income Tax Act* (Canada) (a **Recognized Exchange**).
 19. A Distribution in respect of which the Exemption Sought is requested will be made by means of a Private Placement in the Jurisdictions.
 20. The Prohibition is not applicable unless a dealer managed fund "knowingly" makes an investment in which a Related Dealer was involved in the underwriting. However, the Filers have adopted policies and procedures such that they will not generally be able to make an investment in a Distribution and argue that it did not "knowingly" make a prohibited investment, even in circumstances where a Filer has very little notice that a Related Dealer may be involved in a particular Distribution. In that regard, when it

expresses its interest in a Distribution, the Filer asks the underwriter that is soliciting interest if a Related Dealer is a participant in the syndicate. It advises that, although it is expressing interest, it will not participate in the Distribution if, when the underwriting syndicate is finalized, a Related Dealer is a participant.

21. Since the Index Funds are dealer-managed funds because of the relationship between a Filer and the Related Dealer, the Prohibition is applicable even in circumstances where a sub-advisor is exercising discretion with respect to a purchase if the sub-advisor has knowledge of the involvement of a Related Dealer, which is currently the situation with the current Index Funds. Accordingly, the policies and procedures referred to in paragraph 20 will apply to Index Funds that have a sub-advisor.

22. There was no requirement in the Prior Relief that Securities had to be offered by a prospectus in Canada (as is the case in section 4.1(4) of NI 81-102) or that the issuer be a reporting issuer in a Jurisdiction (as is the case in the relief from the Prohibition granted to mutual funds managed by the Filers in the decision document dated November 20, 2007).

- (f) if the Securities are acquired in the Distribution, they must be acquired from an underwriter that is not a Related Dealer;
- (g) if the Securities are acquired in the 60-Day Period they must be acquired on a Recognized Exchange;
- (h) no later than the time the Index Funds file their annual financial statements, the Filers file the particulars of each investment made by the Index Funds during their most recently completed financial year; and
- (i) appropriate disclosure of the terms of the Exemption Sought is made in accordance with the Legislation.

“Rhonda Goldberg”
Manager, Investment Funds Branch
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.

The decision of the principal regulator is that the Exemption Sought is granted, provided that the following conditions are satisfied:

- (a) each Index Fund is an index mutual fund pursuant to part (a) of the definition of ‘index mutual fund’ in section 1.1 of NI 81-102;
- (b) the IRC of the Index Fund must approve the transaction in accordance with the requirements of subsection 5.2(2) of NI 81-107;
- (c) the Distribution must be made by way of a Public Offering or a Private Placement in the jurisdiction in which the Distribution primarily takes place;
- (d) the Securities to be acquired must be represented in the Index Fund’s Permitted Index and the acquisition is necessary for the Index Fund to meet its investment objectives;
- (e) the Securities issued in the Distribution must be listed on a Recognized Exchange;

2.1.7 Nova Scotia Power Incorporated

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Filer granted exemptions from the prospectus requirement, dealer registration requirements and underwriter registration requirement in connection with trades of commercial paper/short term debt instruments of the Filer that may not meet the “approved credit rating” requirement contained in the short-term debt exemption in section 2.35 of National Instrument 45-106 Prospectus and Registration Exemptions – Sufficient for commercial paper/short-term debt instruments to obtain one credit rating at or above a prescribed standard from an approved credit rating agency – Relief granted subject to conditions.

Applicable Legislative Provisions

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

National Instrument 45-106 Prospectus and Registration Exemptions.

December 4, 2009

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
NOVA SCOTIA AND ONTARIO
(the Jurisdictions)**

AND

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

AND

**IN THE MATTER OF
NOVA SCOTIA POWER INCORPORATED
(the Filer)**

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Maker**) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that trades of negotiable promissory notes or commercial paper, maturing not more than one year from the date of issue, of the Filer (**Commercial Paper**) be exempt from the dealer registration requirement, the underwriter registration requirement and the prospectus requirement of the Legislation (respectively, the **Dealer Registration Exemption Sought**, the **Underwriter Registration Exemption Sought**, the **Prospectus Exemption Sought** and, together, the **Exemptions Sought**).

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

- (a) the Nova Scotia Securities Commission is the principal regulator for this application;
- (b) the Filer has 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, Manitoba, Québec, New Brunswick, Prince Edward Island and Newfoundland and Labrador; and
- (c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

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

In this decision:

“Commercial Paper Exemption” means the exemption from the dealer registration, underwriter registration and prospectus requirements of the Legislation for short-term debt set out in section 3.35, subsection 1.5(2) and section 2.35, respectively, of NI 45-106;

“financial intermediary” has the meaning ascribed to that term in Ontario Securities Commission Rule 14-501 *Definitions*;

“financial intermediary short-term debt registration exemption” means the exemption from the registration requirement, for a trade by a financial intermediary or a Schedule III bank set out in clause 4.1 (1)(a) of OSC Rule 45-501, or in a successor provision of OSC Rule 45-501, insofar as that clause or provision provides an exemption from the dealer registration requirement and the underwriter registration requirement for a trade of a type described in the short-term debt dealer registration exemption;

“market intermediary” has the meaning ascribed to that term in Ontario Securities Commission Rule 14-501 *Definitions*;

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

“NI 81-102” means National Instrument 81-102 *Mutual Funds*;

“OSC Rule 45-501” means Ontario Securities Commission Rule 45-501 *Ontario Prospectus and Registration Exemptions*;

“Schedule III bank” means an authorized foreign bank named in Schedule III of the *Bank Act* (Canada);

“short-term debt dealer registration exemption” means the exemption from the dealer registration requirement set out in section 3.35 of NI 45-106, or in a successor provision in NI 45-106; and

“short-term debt underwriter registration exemption” means the deemed exemption from the underwriter registration requirement set out in subsection 1.5(2) of NI 45-106, or in a successor provision in NI 45-106, insofar as the deemed exemption relates to the short-term debt dealer registration exemption.

Representations

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

1. The Filer is a corporation governed by the *Companies Act* (Nova Scotia) with its head office and principal business office located in Halifax, Nova Scotia. The Filer is a reporting issuer in all of the provinces of Canada and is not in default of the securities legislation of any jurisdiction of Canada.
2. Subsection 1.5(2) and sections 2.35 and 3.35 of NI 45-106 provide that the Commercial Paper Exemption is available only where the short-term debt “has an approved credit rating from an approved credit rating organization”. NI 45-106 incorporates by reference the definitions of “approved credit rating” and “approved credit rating organization” that are used in NI 81-102.
3. The definition of an “approved credit rating” in NI 81-102 requires, among other things, that (a) the rating assigned to such debt must be “at or above” certain prescribed short-term ratings, and (b) such debt must not have been assigned a rating by any “approved credit rating organization” that is not an “approved credit rating”.
4. The Commercial Paper has a “R-1 (low)” rating from DBRS Limited and an “A-1(Low)” rating from Standard & Poor’s, a division of The McGraw – Hill Companies Inc., each of which ratings meets the prescribed threshold in NI 81-102.
5. The Commercial Paper does not meet the “approved credit rating” definition in NI 81-102 because it has a “P-2” rating from Moody’s Investor Service, Inc. which is a lower rating than required by the Commercial Paper Exemption.

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 Exemptions Sought are granted provided that:

1. the Commercial Paper:
 - (a) matures not more than one year from the date of issue;
 - (b) is not convertible or exchangeable into or accompanied by a right to purchase another security other than Commercial Paper; and
 - (c) has a rating issued by one of the following rating organizations, or any of their successors, at or above one of the following rating categories or a rating category that replaces a category listed below:

Rating Organization	Rating
DBRS Limited	R-1 (low)
Fitch Ratings Ltd.	F2
Moody's Investor Service, Inc.	P-2
Standard & Poor's	A-2

2. In Ontario, the Dealer Registration Exemption Sought and the Underwriter Registration Exemption Sought are not available in respect of a trade in Commercial Paper by a market intermediary (except for a trade in Commercial Paper with a registered dealer that is an affiliate of the market intermediary or a trade in Commercial Paper by a lawyer or accountant if the trade is incidental to the principal business of that lawyer or accountant) unless:
 - (a) the trade is made by a market intermediary that is a financial intermediary or Schedule III bank; and
 - (b) the trade is not made by a financial institution referred to in subsection 35.1(1) of the Securities Act (Ontario) in the circumstances to which that subsection applies.
3. In Newfoundland and Labrador, the Dealer Registration Exemption Sought and the Underwriter Registration Exemption Sought are not available in respect of a trade in Commercial Paper by a market intermediary (except for a trade

in Commercial Paper with a registered dealer that is an affiliate of the market intermediary or a trade in Commercial Paper by a lawyer or accountant if the trade is incidental to the principal business of that lawyer or accountant).

4. For each jurisdiction of Canada, the Prospectus Exemption Sought will terminate on the earlier of:
- (a) 90 days after the coming into force of any rule, other regulation or blanket order or ruling under the securities legislation of that jurisdiction of Canada that amends the conditions of the prospectus exemption contained in section 2.35 of NI 45-106 or provides an alternate exemption; and
 - (b) June 30, 2012.
5. Except as provided in paragraph 6 below, for each jurisdiction of Canada, the Dealer Registration Exemption Sought and the Underwriter Registration Exemption Sought will terminate on the earlier of:
- (a) in the case of the Dealer Registration Exemption Sought, the date when the short-term debt dealer registration exemption does not apply in that jurisdiction of Canada;
 - (b) in the case of the Underwriter Registration Exemption Sought, the date when the short-term debt underwriter registration exemption does not apply in that jurisdiction of Canada; and
 - (c) June 30, 2012.
6. In Ontario, for a financial intermediary or Schedule III bank, the Dealer Registration Exemption Sought and the Underwriter Registration Exemption Sought will terminate on the earlier of:
- (a) the date when the financial intermediary short-term debt registration exemption does not apply in Ontario; and
 - (b) June 30, 2012.

"H. Leslie O'Brien", Q.C.
Chairman
Nova Scotia Securities Commission

"R. Daren Baxter"
Vice-Chairman
Nova Scotia Securities Commission

2.1.8 Enerflex Systems Income Fund and Toromont Industries Ltd.

Headnote

NP 11-203 – MI 61-101 – take-over bid and subsequent business combination – MI 61-101 requires sending of information circular and holding of meeting in connection with second step business combination – target's deed of trust provides that a resolution in writing executed by unitholders holding a proportion of units equal to or greater than the proportion of units required to vote in favour thereof at a meeting of unitholders to approve such resolution is valid as if such voting rights had been exercised at a meeting of unitholders – relief granted from requirement that information circular be sent and meeting be held – minority approval to be obtained albeit in writing rather than at a meeting of unitholders.

December 3, 2009

**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 TAKE-OVER BID FOR
ENERFLEX SYSTEMS INCOME FUND
BY TOROMONT INDUSTRIES LTD.
(the Filer)**

DECISION

Background

The principal regulator in the Jurisdiction has received an application (the **Application**) from the Filer in connection with a take-over bid for Enerflex Systems Income Fund (**Enerflex**) and Enerflex Holdings Limited Partnership (**Enerflex LP**) for a decision under the securities legislation of the Jurisdiction (the **Legislation**) that the following requirements of Section 4.2 of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions (MI 61-101)* be waived (the **MI 61-101 Exemption Sought**):

- (a) a Compulsory Acquisition or Subsequent Acquisition Transaction (each, as defined below), as applicable, be approved at a meeting of the holders of units and special voting units of Enerflex (the **Voting Unitholders**); and

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

such securities. Special Voting Units are attached to the Exchangeable Securities to which they relate and are not transferable separately from such Exchangeable Securities.

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 Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 – *Passport System (MI 11-102)* is intended to be relied upon in Québec.

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 Filer:

1. The Filer is a corporation existing under the *Canada Business Corporations Act*. The Filer is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia and Prince Edward Island. The registered office of the Filer is P.O. Box 5511, 3131 Highway 7 West, Concord, Ontario L4K 1B7. The Filer is not in default of any requirement of securities legislation applicable to it.
2. Enerflex is an unincorporated open-ended mutual fund trust formed under the laws of the Province of Alberta pursuant to a deed of trust (the **Deed of Trust**) dated August 22, 2006. Enerflex's head office is located at 4700-47th Street SE, Calgary, Alberta T2B 3R1. Enerflex is a reporting issuer in each of the provinces and territories of Canada. Enerflex is authorized to issue:
 - (a) an unlimited number of trust units (the **Trust Units**), which are listed on the Toronto Stock Exchange under the trading symbol "EFX.UN"; and
 - (b) an unlimited number of special voting units (the **Special Voting Units** and, together with the Trust Units, the **Voting Units**). Special Voting Units may only be issued to holders of securities that are exchangeable for Trust Units (**Exchangeable Securities**), including Exchangeable LP Units (defined below), for the purpose of providing voting rights with respect to Enerflex to the holders of

3. As at November 1, 2009, there were issued and outstanding 44,281,622 Trust Units and one Special Voting Unit. The Special Voting Unit is held by Computershare Trust Company of Canada (**Computershare**) on behalf of each holder of Exchangeable LP Units (as defined below). As at the date hereof, the Filer, together with its affiliates, owns 3,902,100 Trust Units, representing approximately 8.8% of the outstanding Trust Units.

4. Enerflex LP, an indirect subsidiary of Enerflex, is a limited partnership formed under the laws of the Province of Alberta pursuant to a limited partnership agreement dated August 23, 2006. Enerflex LP's head office is located at 4700-47th Street SE, Calgary, Alberta T2B 3R1. Enerflex LP is a reporting issuer in British Columbia, Alberta, Saskatchewan, Quebec and Nova Scotia. Enerflex LP is authorized to issue:

- (a) an unlimited number of Class A limited partnership units, all of which are held indirectly by Enerflex; and
- (b) an unlimited number of Class B limited partnership units (the **Exchangeable LP Units** and, together with the Trust Units, the **Units**). The Exchangeable LP Units are exchangeable for Trust Units on a one-to-one basis and are non-transferable, except in certain limited circumstances. As at November 1, 2009, there were issued and outstanding 2,663,422 Exchangeable LP Units.

5. Enerflex has adopted a unitholder rights plan (the **Rights Plan**), which was ratified, approved and confirmed by the Voting Unitholders on April 7, 2009.

6. On November 16, 2009, the Filer commenced a take-over bid (the **Offer**) to acquire all of the issued and outstanding Trust Units together with any associated rights under the Rights Plan (the **URP Rights**) and all of the issued and outstanding Exchangeable LP Units together with any associated rights or other securities that have been, or may be, issued to provide holders of Exchangeable LP Units with the economic equivalent of URP Rights (**ELP Rights**), other than any Units owned directly or indirectly by the Filer or its affiliates, including all Units issued after the date of the Offer but before the Expiry Time (defined below) upon the exercise, exchange or conversion of any options or other securities of Enerflex, Enerflex LP or their respective affiliates,

other than URP Rights and any ELP Rights, that are exercisable or exchangeable for or convertible into Units (**Convertible Securities**), on the basis of, at the election of each holder of a Unit: (a) \$13.50 cash; or (b) \$0.05 cash plus 0.5098 common shares of the Filer (**Filer Shares**), subject, in each case, to pro ration.

7. Based on the estimated number of Trust Units outstanding on a fully diluted basis as of September 30, 2009, the maximum number of Filer Shares issuable in connection with the Offer is 11,269,832 and the maximum amount of cash available under the Offer is \$299,541,429.
8. The Offer is scheduled to expire at 8:00 p.m. on January 7, 2010 (the **Expiry Time**), subject to extension in accordance with the terms of the Offer.
9. The the Offer is conditional upon, among other things, there having been validly deposited under the Offer and not withdrawn at the expiry of the Offer: (i) such number of Trust Units which constitutes, together with the Trust Units owned by the Filer and its affiliates, at least 66 2/3% of the outstanding Trust Units (on a fully-diluted basis); and (ii) at least a majority of the Trust Units (on a fully-diluted basis) the votes attached to which would be included in the minority approval of a second step business combination under MI 61-101.
10. If the conditions to the Offer are satisfied (or waived by the Filer) and the Filer takes up and pays for Units deposited under the Offer, the Filer currently intends to: (i) acquire all of the Trust Units that are held by non-tendering holders of Trust Units on the terms on which the Filer acquired the Trust Units of holders of Trust Units that accepted the Offer; and (ii) require the exchange of Exchangeable Securities to Trust Units and acquire all of the Trust Units issued as a result of such exchange on the same terms as the Trust Units acquired pursuant to (i) above ((i) and (ii), collectively, a **Compulsory Acquisition**) as permitted by Section 12.11 of the Deed of Trust if, within 120 days after the date the Offer is made, the Offer is accepted by holders of not less than 90% of the Trust Units (including Trust Units issuable upon the conversion, exchange or exercise of all Exchangeable Securities, unless the conversion, exchange or exercise of such securities for the purpose of depositing under the Offer the Trust Units issuable upon such conversion, exchange or exercise is expressly prohibited by the terms and conditions of the securities).
11. If the conditions to the Offer are satisfied (or waived by the Filer), the Filer takes up and pays for Units deposited under the Offer and the right of Compulsory Acquisition is not available to the Filer

or the Filer chooses not to avail itself of such right, the Filer currently intends to acquire or cause the exchange or redemption of all Units not acquired under the Offer, including all Units issued upon the conversion, exchange or exercise of Convertible Securities, (a **Subsequent Acquisition Transaction**) by, among other means, approving the following special resolutions of Voting Unitholders:

- (a) removing each director of Enerflex Holdings General Partner Ltd. (**Enerflex GP**), the general partner of Enerflex LP, and appointing as directors of Enerflex GP nominees of the Filer;
- (b) amending the Deed of Trust to permit a person to acquire all of the Trust Units not deposited under the Offer and any Trust Units that become outstanding upon the exercise, exchange or conversion of Exchangeable LP Units or Convertible Securities if that person (a **Qualified Unitholder**) (A) has made a an offer to acquire all of the Units for consideration that includes shares of the Qualified Unitholder and that permits holders of Units that deposit such Units to the offer to dispose of such Units on a tax-deferred rollover basis for purposes of the *Income Tax Act* (Canada), if such holders are eligible to do so (a **Qualifying Offer**), and (B) within 120 days after the date of the Qualifying Offer, such person shall have acquired under such Qualifying Offer such number of Trust Units which constitutes not less than a majority of the Trust Units, upon notice in writing provided by the Qualified Unitholder and upon transfer to the depository identified in such notice the consideration per Trust Unit that is to be paid to the holders of Trust Units that did not deposit their Trust Units under the Qualified Offer, including persons who acquired Trust Units upon the exercise, exchange or conversion of Exchangeable LP Units or Convertible Securities, either before or after the expiry of the Qualified Offer;
- (c) amending the Deed of Trust to provide that any Trust Units not deposited under the Offer and any Trust Units that become outstanding upon the exercise, exchange or conversion of Exchangeable LP Units or Convertible Securities may be redeemed upon notice in writing provided by Enerflex and upon the payment of consideration per Trust Unit that is at least equal in value to, and in the same form as (including consideration elections, deemed consideration

elections and pro-rationing), the consideration paid by the Filer under the Offer, less any applicable withholding taxes;

- (d) approving any other Subsequent Acquisition Transaction that may be undertaken by the Filer in accordance with the Deed of Trust, as amended in accordance with the foregoing;
- (e) amending the Deed of Trust to permit the Filer, notwithstanding anything to the contrary contained therein, to vote, execute and deliver any instruments of proxy, authorizations, requisitions, resolutions (whether in writing or otherwise), consents and directions in respect of any or all Units deposited under the Offer, if determined necessary or appropriate by the Filer, and authorizing the Filer to execute any such amendment to the Deed of Trust in connection therewith;
- (f) directing Computershare, as trustee of Enerflex, and the directors and officers of Enerflex GP and the other affiliates of Enerflex to cooperate in all respects with the Filer regarding the foregoing including in completing any Subsequent Acquisition Transaction undertaken by the Filer in accordance therewith; and
- (g) authorizing any officer or director of the Filer, and any other person designated by the Filer in writing, to execute and deliver all documents and do all acts or things, on behalf of Enerflex or otherwise, as may be necessary or desirable to give effect to these special resolutions ((a) through (g), collectively, the **Special Resolutions**).

12. In order to effect either a Compulsory Acquisition or a Subsequent Acquisition Transaction in accordance with the foregoing, rather than seeking the approval of the Voting Unitholders at a special meeting of Voting Unitholders to be called for such purpose, the Filer intends to rely on Section 11.10 of the Deed of Trust, which specifies that a resolution in writing executed by Voting Unitholders holding a proportion of Trust Units and/or Special Voting Units equal to or greater than the proportion of Trust Units and Special Voting Units required to vote in favour thereof at a meeting of the Voting Unitholders to approve that resolution is valid and binding for all purposes of the Deed of Trust as if such Voting Unitholders had exercised at that time all of the voting rights to which they were then entitled in favour of such resolution at a meeting of Voting Unitholders duly called for the purpose, which

written resolution (the **Written Resolution**) will approve, among other things, the Special Resolutions.

- 13. Notwithstanding that Section 11.10 of the Deed of Trust permits certain actions of Enerflex, including the Special Resolutions, to be authorized by the Written Resolution, Section 4.2 of MI 61-101 requires in certain circumstances that a Compulsory Acquisition or Subsequent Acquisition Transaction, such as the Special Resolutions, be approved at a meeting of Voting Unitholders called for such purpose and, in connection therewith, that an information circular containing certain prescribed disclosure be sent to Voting Unitholders.
- 14. It is a condition of the Offer that minority approval (as contemplated in Part 8 of MI 61-101) shall have been obtained. Minority approval (as contemplated in Part 8 of MI 61-101) will be obtained by the Written Resolution rather than at a meeting of Voting Unitholders.
- 15. The take-over bid circular for the Offer (the **Circular**) contains all the disclosure required by applicable securities laws, including the take-over bid provisions and form requirements of the Legislation and the applicable provisions of MI 61-101 relating to the disclosure required to be included in an information circular distributed in respect of a business combination under MI 61-101.
- 16. The Circular contains the text of the Written Resolution.

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 MI 61-101 Exemption Sought is granted provided that minority approval (as contemplated in Part 8 of MI 61-101) shall have been obtained by the Written Resolution.

“Naizam Kanji”
Deputy Director
Mergers & Acquisitions, Corporate Finance
Ontario Securities Commission

2.1.9 Petrobank Energy and Resources Ltd and PetroBakken Energy Ltd.

Headnote

Multilateral Instrument 11-102 Passport System and National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Control distribution – Exemption from the prospectus requirement in the context of a securities lending transaction where the control person is lending securities for the purposes of facilitating a convertible bond offering.

Applicable Legislative Provisions

Securities Act, R.S.A. 2000, c. S-4, ss. 110, 144.
Securities Act, R.S.O. 1990, c. S.5, as am., ss. 53, 74(1).

Citation: Petrobank Energy and Resources Ltd., Re, 2009 ABASC 598

December 4, 2009

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

AND

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

AND

**IN THE MATTER OF
PETROBANK ENERGY AND RESOURCES LTD
(the Filer)**

AND

**PETROBAKKEN ENERGY LTD.
(PetroBakken)**

DECISION

Background

The securities regulatory authority or regulator in each of the Jurisdictions (**Decision Maker**) has received an application from the Filer and PetroBakken for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the Filer be exempted from the requirement to file a prospectus contained in the Legislation in connection with certain loans of common shares of PetroBakken (**PetroBakken Shares**) made by the Filer, a control person of PetroBakken, to one or more Canadian chartered banks (the **Banks**) for the purposes of facilitating the Bond Offering (as that term is defined below) (the **Exemption Sought**).

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

- (a) the Alberta Securities Commission (the **Commission**) is the principal regulator for this application;
- (b) the Filer has 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, Saskatchewan, Manitoba, Québec, Nova Scotia, New Brunswick, Newfoundland and Labrador, Prince Edward Island, the Northwest Territories, Nunavut and Yukon; and
- (c) the Decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

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

Representations

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

- 1. The Filer is a corporation incorporated under the laws of the Province of Alberta.
- 2. The Filer is a reporting issuer or has equivalent status in each of the provinces and territories of Canada and is not in default of any of the requirements of securities legislation applicable to it.
- 3. The Filer's common shares are listed and posted for trading on the Toronto Stock Exchange (the **TSX**).
- 4. PetroBakken is a corporation incorporated under the laws of the Province of Alberta.
- 5. PetroBakken is a reporting issuer or has equivalent status in each of the provinces and territories of Canada and is not in default of any of the requirements of securities legislation applicable to it.
- 6. PetroBakken was incorporated as a wholly-owned subsidiary of the Filer on 30 July 2009.
- 7. On 30 September 2009, the Filer conveyed all of its Canadian business unit assets and liabilities to PetroBakken in exchange for PetroBakken Shares.
- 8. On 1 October 2009, PetroBakken completed a plan of arrangement with TriStar Oil & Gas Ltd.

- (TriStar) under which PetroBakken acquired all of the issued and outstanding common shares of TriStar. In exchange for their interest in TriStar, TriStar shareholders received 36% of the issued and outstanding PetroBakken Shares.
9. On 6 October 2009, PetroBakken Shares were listed and posted for trading on the TSX.
10. The Filer currently holds 64% of the issued and outstanding shares of its subsidiary, PetroBakken. As such, the Filer is a "control person" of PetroBakken, as that term is defined in the Legislation.
11. As a consequence of the Filer being a control person, the PetroBakken Shares are subject to resale restrictions. The Filer is currently unable to rely on the exemption for a trade by a control person in section 2.8 of National Instrument 45-102 *Resale of Securities* (NI 45-102) because the Filer has not, as of the date hereof, held the PetroBakken Shares for longer than four months.
12. PetroBakken intends to complete an offering of convertible bonds (**Convertible Bonds**) by private placement (the **Bond Offering**) expected to be sold to a limited group of large international sophisticated funds (the **Bond Purchasers**). The Convertible Bonds will be convertible into PetroBakken Shares.
13. By participating in the Bond Offering, the Bond Purchasers will establish a significant position in PetroBakken. In order to neutralise this position, it is expected that certain of the Bond Purchasers will borrow PetroBakken Shares in the market and sell those shares.
14. The Filer holds 64% of the issued and outstanding PetroBakken Shares. The remaining 36% are held broadly by members of the public. As such, the liquidity of PetroBakken Shares is low. Consequently, the number of PetroBakken Shares available for Bond Purchasers to borrow in accordance with their investment strategy is low.
15. Unless there are shares of PetroBakken available in the market for Bond Purchasers to borrow, PetroBakken will not be able to pursue the Bond Offering, as potential Bond Purchasers will be unwilling to acquire the Convertible Bonds unless they can also borrow PetroBakken Shares to establish a hedged position.
16. The Filer has been asked, and has agreed in principal, to lend to the Banks approximately 11% of its PetroBakken Shares, representing approximately 7.5% of issued and outstanding PetroBakken Shares, in order to increase the liquidity of PetroBakken Shares and facilitate the Bond Offering. These loans will be in the form of standard securities lending agreements (**SLAs**).
17. The SLAs will contain a term that provides that the Filer will transfer absolute title to and ownership of the PetroBakken Shares that are the subject of the loans to the Banks for the duration of the loans and that the Banks will be entitled to deal with such securities without restriction. The SLAs will contain a term that the Banks must return equivalent PetroBakken Shares to the Filer after a period of time, not expected to exceed three years.
18. The Filer will have the ability to call back from the Banks its PetroBakken Shares on three days' notice to exercise voting rights and in certain other circumstances, all of which will be set forth in the SLAs. Further, the SLAs will provide a method to ensure that amounts equivalent to all dividend amounts received by the Banks in connection with the loaned PetroBakken Shares are paid to the Filer. PetroBakken will publicly announce the Bond Offering and, at the same time, the Filer and PetroBakken will disclose information regarding the SLAs.
19. Should the Filer be able to lend 11% of its PetroBakken Shares, the Filer expects to receive annual fees ranging from approximately 0.005% to 0.0125% of the value of the PetroBakken Shares lent, for the duration of the time the PetroBakken Shares remain loaned.
20. Pursuant to the Legislation, the lending of the Filer's PetroBakken Shares as proposed herein requires a prospectus or an exemption from the prospectus requirement.
21. Because the Filer has not held its PetroBakken Shares in excess of four months and is not able to file a Form 45-102F1 at least seven days before the distribution, the Filer cannot rely on the exemption from the prospectus requirement available under section 2.8 of NI 45-102, which provides that the prospectus requirement does not apply to a control distribution if the conditions in subsection 2.8(2) are satisfied.
22. A prospectus would be impracticable and inapplicable to the circumstances as PetroBakken Shares are being loaned to a Bank who will then lend PetroBakken Shares to various other sophisticated entities, depending on demand. The parties borrowing PetroBakken Shares in the market are large sophisticated international funds and banks who, on a routine basis, undertake the hedging strategies described herein in connection with their investments.
23. The participation by the Filer in the SLAs will benefit PetroBakken and all of its shareholders since it will allow PetroBakken to complete the Bond Offering on more favourable terms than would otherwise be available.

24. If the Exemption Sought is granted, the existence and material terms of the Filer's involvement in the Bond Offering and the transfers of securities pursuant to the SLAs will be fully transparent to investors since:
- (a) the Filer will, at least 24 hours prior to the transfer of PetroBakken Shares to the Banks, file a completed and signed Form 45-102F1 in relation to the transfer;
 - (b) PetroBakken will, in accordance with the requirements of the Legislation, file a news release and material change report in relation to the Bond Offering;
 - (c) the Filer will, in accordance with the requirements of the Legislation, file insider reports disclosing the transfers of PetroBakken Shares under the SLAs and the existence and material terms of the SLAs; and
 - (d) the Filer will, if required, file separate reports in relation to the transfers of PetroBakken Shares under the early warning requirements set out in subsections 5.2(1) and (2) of MI 62-104 *Take-Over Bids and Issuer Bids* and, in Ontario, subsections 102.1(1) and (2) of the *Securities Act* (Ontario).
- (c) the date that is 90 days after the date of this Decision.
- "William S. Rice, QC"
Alberta Securities Commission
- "Glenda A. Campbell, QC"
Alberta Securities Commission

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 Exemption Sought is granted to the Filer provided that:

- (a) the Filer satisfies the conditions set forth in subsection 2.8(2) of NI 45-102, with the exception of paragraph 2.8(2)2, of NI 45-102; and
- (b) the Filer and PetroBakken comply with the representations in paragraph 24 hereof.

Furthermore, the decision of the principal regulator and the securities regulatory authority or regulator in Ontario is that the application and this Decision be kept confidential and not be made public until the earlier of:

- (a) the date on which PetroBakken publicly announces the Bond Offering;
- (b) the date the Filer advises the principal regulator that there is no longer any need for the application and this Decision to remain confidential; and

2.1.10 Alange Energy Corp.

Headnote

NP 11-203 – exemption from qualification requirements to permit applicant to file a prospectus in the form of a short form prospectus – applicant does not have a current AIF and therefore cannot comply with s. 2.2(d) of National Instrument 44-101 Short Form Prospectus Distributions – applicant is “successor issuer” but cannot rely on exemption in s 2.7(2) because applicant did not have to prepare an information circular in connection with restructuring transaction - applicant has filed a filing statement in the form of TSXV Form 3D2 – Filing statement complies in all material respects includes the disclosure in connection with the Filer and the RTO that would be included in an information circular prepared in accordance with Item 14.5 of Form 51-102F5 Information Circular .

Applicable Legislative Provisions

National Instrument 44-101 Short Form Prospectus Distributions, ss. 2.2, 2.7, 8.1.

September 29, 2009

**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
ALANGE ENERGY CORP.
(the “Filer”)**

DECISION

Background

The principal regulator in the Jurisdiction has received an application (the “**Application**”) from the Filer for a decision under the securities legislation of the Jurisdiction (the “**Legislation**”) that:

1. the Filer be exempted from the qualification requirement in paragraph 2.2(d)(ii) of National Instrument 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”) in respect of any prospectus filed by the Filer prior to April 30, 2010 (the “**Exemptive Relief Sought**”); and
2. the Application and this decision document be held in confidence by the principal regulator, subject to certain conditions.

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

- (a) the Ontario Securities Commission is the principal regulator for the application, and
- (b) the Filer has 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, Nova Scotia, Newfoundland, New Brunswick, Prince Edward Island, Yukon, Northwest Territories and Nunavut.

Interpretation

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

Representations

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

1. The Filer is incorporated under the laws of British Columbia, and its head office is located in Toronto, Ontario.
2. The Filer’s common shares are listed on the TSX Venture Exchange (the “**TSXV**”) and the Filer is a reporting issuer in Alberta and British Columbia.
3. On July 13, 2009, the Filer completed a reverse takeover by way of three-cornered amalgamation (the “**RTO**”) pursuant to which it acquired all of the shares of Alange, Corp. (“**Old Alange**”), a private company incorporated under the laws of Panama.
4. The financial year-end of the Filer prior to the completion of the RTO was June 30 and following the completion of the RTO, the Filer changed its financial year-end to December 31. The Filer expects to file audited annual financial statements for such year-end on or prior to April 30, 2010.
5. On completion of the RTO the Filer changed its name from Sierra Pacific Ventures Ltd. to Alange Energy Corp.
6. In connection with the RTO and in compliance with TSXV Policy 5.2, the Filer filed on July 10, 2009 on SEDAR a filing statement dated July 8, 2009 (the “**Filing Statement**”) including the disclosure prescribed by TSXV Form 3D2 – *Information Required in a Filing Statement for a Reverse Takeover or Change of Business* (“**Form 3D2**”).
7. As required by Form 3D2, the Filing Statement appended audited financial statements of Old Alange for the financial year ended December 31, 2008 and pro forma condensed consolidated

- statements of the Resulting Issuer (as such term is defined in Form 3D2).
8. The Filer did not file an information circular as prescribed by Form 3D1 – *Information Required in an Information Circular for a Reverse Takeover or Change of Business* (“**Form 3D1**”) because, pursuant to TSXV Policy 5.2, the consent of the Filer’s shareholders was not required in order to complete the RTO.
 9. The Filer is not in default of securities legislation in any jurisdiction.
 10. The Filer wishes to be qualified to file a short form prospectus pursuant to NI 44-101.
 11. As a venture issuer under National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”), the Filer is not required to file an annual information form (“**AIF**”) and has never filed an AIF.
 12. The Filer is a “successor issuer” as that term is defined in and NI 44-101.
 13. An exemption from paragraph 2.2(d) of NI 44-101 is provided under subsection 2.7(2) of NI 44-101 to permit a successor issuer that does not have a current AIF to qualify to file a prospectus in the form of a short form prospectus, subject to certain conditions; in particular, the condition in paragraph 2.7(2)(b) that an information circular relating to the restructuring transaction that resulted in the successor issuer was filed by the successor issuer or an issuer that was a party to the restructuring transaction, and such information circular (i) complied with applicable securities legislation, and (ii) included disclosure in accordance with Item 14.2 or 14.5 of Form 51-102F5 for the successor issuer.
 14. The Filer is unable to rely on the exemption in subsection 2.7(2) because the Filer did not prepare and file an information circular relating to the RTO, and therefore cannot satisfy the condition in paragraph 2.7(2)(b).
 15. The Filer’s Filing Statement in all material respects includes the disclosure in connection with the Filer and the RTO that would be included in an information circular prepared in accordance with Item 14.5 of Form 51-102F5 – *Information Circular*.
 16. But for the Filer not having prepared an information circular relating to the Filer and the RTO, the Filer would be able to rely on the exemption in subsection 2.7(2) of NI 44-101 to be qualified to file a prospectus in the form of a short form prospectus pursuant to the qualification criteria in section 2.2 of NI 44-101.

17. On September 15, 2009, the Filer filed on SEDAR a notice pursuant to section 2.8 of NI 44-101 declaring its intention to be qualified to file a short form prospectus.

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

1. the Exemptive Relief Sought is granted provided that the Filer incorporates by reference the Filing Statement in any short form prospectus filed prior to April 30, 2010, pursuant to NI 44-101; and
2. the Application and this decision shall be held in confidence by the principal regulator until the earlier of (i) the date that a preliminary short form prospectus has been filed by the Filer and (ii) the date that is 90 days after the date of this decision document.

“Michael Brown”
Assistant Manger, Corporate Finance

2.1.11 Highwater Capital Management Corp. and Highwater Diversified Trust Fund

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – exemptions granted from the mutual fund conflict of interest investment restrictions of the Securities Act (Ontario) and self-dealing prohibition of National Instrument 31-103 Registration Requirements and Exemptions to permit pooled funds to invest with fund-on-fund structure in limited partnerships.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 111(2)(b), 111(3), 113.
National Instrument 31-103 Registration Requirements and Exemptions, ss. 13.5(2)(a), 15.1.

January 5, 2010

**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
HIGHWATER CAPITAL MANAGEMENT CORP.
(the Filer)**

AND

**HIGHWATER DIVERSIFIED TRUST FUND
(the First Top Fund)**

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Filer on its behalf and on behalf of the First Top Fund and any mutual fund which is not a reporting issuer and may be established, advised or managed by the Filer in the future (together with the First Top Fund, the **Top Funds**), which invests its assets in Highwater Diversified Trust Fund (the **First Underlying Fund**) or any other investment fund which is not a reporting issuer and may be established, advised or managed by the Filer in the future (together with the First Underlying Fund, the **Underlying Funds**), for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) exempting the Top Funds and the Filer from:

- (a) the restriction in the Legislation 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 restriction in the Legislation which prohibits a mutual fund, its management company or its distribution company from knowingly holding an investment described in paragraph (a) above; and
- (c) the restriction in the Legislation which prohibits a registered adviser from knowingly causing an investment portfolio managed by it, including an investment fund for which it acts as an adviser, to purchase a security of an 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.

(Paragraphs (a) and (b) together are referred to as the **Related Issuer Relief**; paragraph (c) is the **Related Party Relief**.)

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) in respect of the Related Issuer Relief, the Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in Alberta.

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 Filer:

Manager

- 1. The Filer is a corporation established under the laws of Ontario with its head office located in Toronto, Ontario.
- 2. The Filer is registered with the Ontario Securities Commission as an adviser in the category of portfolio manager and as a dealer in the category of exempt market dealer under the *Securities Act* (Ontario) and as a commodity trading manager under the *Commodity Futures Act* (Ontario).

3. The Filer is or will be the investment manager for the Underlying Funds. The Filer assists or will assist in the marketing of the Underlying Funds and acts or will act as a distributor of the securities of the Underlying Funds not otherwise sold through another registered dealer.
4. The Filer will be the manager and trustee for the Top Funds and will be responsible for managing the business and affairs of the Top Funds. The Filer will also be responsible for making investment decisions on behalf of the Top Funds, assisting in the marketing of the Top Funds, and acting as a distributor of securities of the Top Funds not otherwise sold through another registered dealer.
5. The Filer is not a reporting issuer in any jurisdiction and is not, to its knowledge, in default of securities legislation in any jurisdiction.

Underlying Fund

6. The First Underlying Fund is a limited partnership established under the laws of Ontario by declaration dated December 19, 2007. The future Underlying Funds will be structured as limited partnerships under the laws of Ontario.
7. The general partner of the First Underlying Fund is Highwater GenPar Ltd., an affiliate of the Filer, and has delegated to the Filer responsibility for managing the ongoing business and administrative affairs of the First Underlying Fund. The general partner of the future Underlying Funds will be an affiliate of the Filer.
8. The First Underlying Fund was formed for the purpose of achieving consistent absolute returns throughout various market conditions by investing primarily in the equity securities of mid and large capitalization entities listed on major securities exchanges in Canada and the United States. The First Underlying Fund does not invest in other investment entities managed by the Filer or its affiliates.
9. Securities of each Underlying Fund are or will be sold under the terms and provisions of an offering memorandum in Canada's private placement markets in accordance with National Instrument 45-106 *Prospectus and Registration Exemptions*.
10. The First Underlying Fund is not a reporting issuer in any jurisdiction and is not, to its knowledge, in default of securities legislation of any jurisdiction.

Top Funds

11. The Top Funds will be sold in Canada's private placement markets pursuant to prospectus exemptions and will not be reporting issuers in any jurisdiction.

12. The First Top Fund will be an investment trust established under the laws of Ontario in or around January, 2010.
13. The First Top Fund will be formed for the purpose of achieving consistent absolute returns throughout various market conditions, which will be achieved primarily by investing in securities of the Underlying Fund.

Fund-on-Fund Structure

14. The First Top Fund is being, and other Top Funds may be, created by the Filer to allow investors in the Top Funds to obtain indirect exposure to the investment portfolio of the Underlying Funds and its investment strategies through, primarily, direct investments by the Top Funds in securities of the Underlying Funds (the **Fund-on-Fund Structure**). Unlike the First Underlying Fund, which is a limited partnership, the First Top Fund is being formed as a trust for the purpose of accessing a broader base of investors, including registered retirement savings plans and other investors that may not or wish not to invest directly in a limited partnership. Rather than running the First Top Fund's and each Underlying Fund's investment portfolios as separate pools, the Filer wishes to make use of economies of scale by managing only one investment pool, in the Underlying Funds.
15. For the purpose of implementing the Fund-on-Fund Structure, the Filer shall ensure that:
 - a. the arrangements between or in respect of each Top Fund and the Underlying Funds are such as to avoid the duplication of management fees or incentive fees;
 - b. no sales fees or redemption fees are payable by the Top Fund in relation to its purchases or redemptions of securities of an Underlying Fund;
 - c. each Top Fund will not vote any of the securities it holds of an Underlying Fund except that the Top Fund may, if the Filer so chooses, arrange for all the securities it holds of an Underlying Fund to be voted by the beneficial holders of securities of the Top Fund;
 - d. the offering memorandum of each Top Fund will describe the Top Fund's intent, or ability, to invest in securities of the Underlying Funds and that the Filer is the investment adviser for the Underlying Funds; and
 - e. the offering memorandum of each Top Fund will contain information about how the investors in such Top Fund may

obtain a copy of each Underlying Fund's offering memorandum or its annual or semi-annual financial statements.

16. Because of the proposed size of the investment by the Top Funds in the Underlying Funds, each Top Fund could, either alone or together with the other Top Funds, become a substantial security holder of the Underlying Funds.

Generally

17. In the absence of this Decision, the Top Funds would be precluded from implementing the Fund-on-Fund Structure due to certain investment restrictions contained in the Legislation.
18. The Fund-on-Fund Structure represents the business judgement of responsible persons uninfluenced by considerations other than the best interests of each Top Fund.

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 Related Issuer Relief and the Related Party Relief is granted provided that, in connection with each Top Fund:

- (a) securities of the Top Fund are distributed in Canada's private placement markets pursuant to exemptions from the prospectus requirements;
- (b) the investment by the Top Fund in each Underlying Fund is compatible with the fundamental investment objectives of the Top Fund;
- (c) no investment management fees or incentive fees are payable by the Top Fund that, to a reasonable person, would duplicate a fee payable by an Underlying Fund for the same service;
- (d) no sales fees or redemption fees are payable by the Top Fund in relation to its purchases or redemptions of securities of an Underlying Fund;
- (e) each Top Fund will not vote any of the securities it holds of an Underlying Fund except that the Top Fund may, if the Filer so chooses, arrange for all the securities it holds of an Underlying Fund to be voted by the beneficial holders of securities of the Top Fund; and

(f) if available, the offering memorandum (or other similar document) of a Top Fund will disclose:

- a. that the Top Fund may purchase units of the Underlying Funds;
- b. the fact that the Filer is the investment adviser to both the Top Fund and the Underlying Funds; and
- c. the approximate or maximum percentage of net assets of the Top Fund that it is intended be invested in securities of the Underlying Funds.

The Related Party Relief

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

The Related Issuer Relief

"David L. Knight"
Commissioner
Ontario Securities Commission

"Mary Condon"
Commissioner
Ontario Securities Commission

2.2 Orders

2.2.1 Rezwealth Financial Services Inc. et al. – ss. 127(1), 127(7), 127(8)

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

AND

IN THE MATTER
REZWEALTH FINANCIAL SERVICES INC.,
PAMELA RAMOUTAR, CHRIS RAMOUTAR,
JUSTIN RAMOUTAR,
TIFFIN FINANCIAL CORPORATION, DANIEL TIFFIN,
2150129 ONTARIO INC. AND SYLVAN BLACKETT

ORDER

Sections 127(1), 127(7) and 127(8)

WHEREAS on December 22, 2009 the Ontario Securities Commission (the “Commission”) issued a temporary cease trade order (the “Temporary Order”) pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) ordering the following:

1. that all trading in any securities by Rezwealth Financial Services Inc. (“Rezwealth”), Tiffin Financial Corporation (“Tiffin Financial”), 2150129 Ontario Inc. (“215 Inc.”) or their agents or employees shall cease;
2. that all trading in any securities by Pamela Ramoutar (“Pamela”), Chris Ramoutar (“Chris”), Justin Ramoutar (“Justin”), Daniel Tiffin (“Tiffin”) and Sylvan Blackett (“Blackett”) shall cease;
3. that the exemptions contained in Ontario securities law do not apply to Rezwealth, Tiffin Financial, and 215 Inc. or their agents or employees; and
4. that the exemptions contained in Ontario securities law do not apply to Pamela, Chris, Justin, Tiffin and Blackett;

AND WHEREAS on December 22, 2009 the Commission ordered that the Temporary Order shall expire on the 15th day after its making unless extended by the Commission;

AND WHEREAS on December 22, 2009 the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order, to be held on January 6, 2010 at 11 am (the “Notice of Hearing”);

AND WHEREAS Staff of the Commission (“Staff”) have served Rezwealth, Pamela, Chris, Justin, Tiffin Financial, Tiffin, 215 Inc. and Blackett with copies of the

Temporary Order, the Notice of Hearing and the Hearing Brief as evidenced by the Affidavit of Service of David Adler sworn on December 23, 2009, the Affidavits of Service of Kathleen McMillan, Tony Costa, Man Ho Herman Tsui, Geovanny Lopez, Gary Rule and Harvey Kielly sworn on January 5, 2010;

AND WHEREAS the Commission held a Hearing on January 6, 2010;

AND WHEREAS Rezwealth, Pamela, Chris and Justin did not attend the Hearing although properly served (the “Rezwealth Respondents”) and Staff advised the Commission that the Rezwealth Respondents were in the process of retaining counsel;

AND WHEREAS 215 Inc. and Blackett did not attend the Hearing although properly served;

AND WHEREAS Tiffin and Tiffin Financial attended the Hearing and consented to the extension of the Temporary Order on the terms hereof, and Tiffin advised the Commission that he is in the process of retaining counsel;

AND WHEREAS the Commission reviewed the Affidavit of Michael Ho sworn December 30, 2009;

AND WHEREAS the Commission heard submissions from counsel for Staff and reviewed correspondence from counsel for the Rezwealth Respondents;

AND WHEREAS the Rezwealth Respondents did not oppose the extension of the Temporary Order to June 22, 2010;

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

IT IS HEREBY ORDERED pursuant to subsections 127(7) and 127(8) of the Act that the Temporary Order is extended to June 22, 2010; and specifically:

1. that all trading in any securities by Rezwealth, Tiffin Financial and 215 Inc. shall cease;
2. that all trading in any securities by Pamela, Chris, Justin, Tiffin and Blackett shall cease;
3. that the exemptions contained in Ontario securities law do not apply to Rezwealth, Tiffin Financial, 215 Inc. or their agents or employees;
4. that the exemptions contained in Ontario securities law do not apply to Pamela, Chris, Justin, Tiffin and Blackett; and

5. that this Order shall not affect the right of any Respondent to apply to the Commission to clarify, amend, or revoke this Order upon five days written notice to Staff of the Commission; and

IT IS FURTHER ORDERED that the Hearing is adjourned to Monday, June 21, 2010 at 10:00 am.

Dated at Toronto this 6th day of January, 2010

“James E. A. Turner”

2.2.2 Paul Iannicca – s. 127

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

AND

**IN THE MATTER OF
PAUL IANNICCA**

**ORDER
(Section 127 of the Securities Act)**

WHEREAS on March 13, 2009, the Commission issued a Notice of Hearing pursuant to sections 127 and 127.1 of the Act accompanied by a Statement of Allegations dated March 12, 2009, issued by Staff of the Commission (“Staff”) with respect to Paul Iannicca (“Iannicca”);

AND WHEREAS on March 13, 2009, counsel for Iannicca was served with the Notice of Hearing and Statement of Allegations;

AND WHEREAS on March 20, 2009, upon hearing submissions from counsel for Staff, the hearing was adjourned to May 26, 2009;

AND WHEREAS on May 26, 2009, the hearing was adjourned until June 25, 2009 for the purpose of having a pre-hearing conference;

AND WHEREAS on June 25, 2009, the hearing was adjourned until August 18, 2009 for any other purpose that the parties may advise the Office of the Secretary;

AND WHEREAS on August 18, 2009, counsel for Iannicca did not attend, but counsel for Staff informed the panel that both parties agreed to the adjournment of this hearing to October 7, 2009;

AND WHEREAS on August 18, 2009, upon hearing submissions from counsel for Staff, the hearing was adjourned to October 7, 2009;

AND WHEREAS on October 7, 2009, upon hearing submissions from counsel for Staff, the hearing was adjourned to a date to be agreed upon between the parties;

AND WHEREAS on October 16, 2009, upon receiving scheduling information from the parties, the hearing was adjourned until December 2, 2009;

AND WHEREAS on December 1, 2009, upon the request of all parties, the hearing was adjourned until January 7, 2010 at 10:00 a.m.;

AND WHEREAS on January 7, 2010, upon the request of Staff and counsel for the Respondent, it was requested that the hearing be adjourned until February 3, 2010 at 11:00 a.m.;

IT IS ORDERED THAT the hearing is adjourned to February 3, 2010 at 11:00 a.m. or such other date as is agreed by the parties and determined by the Office of the Secretary.

DATED at Toronto this 7th day of January, 2010

“David L. Knight”

2.2.3 Nest Acquisitions and Mergers and Caroline Frayssignes – ss. 127(1), 127(8)

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

AND

**IN THE MATTER OF
NEST ACQUISITIONS AND MERGERS AND
CAROLINE FRAYSSIGNES**

**ORDER
(Sections 127(1) & 127(8) of the Securities Act)**

WHEREAS on April 8, 2009, the Ontario Securities Commission (the "Commission") issued a temporary cease trade order (the "Temporary Order") pursuant to sections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") ordering that all trading in securities by Nest Acquisitions and Mergers ("Nest") and Caroline Frayssignes ("Frayssignes") shall cease;

AND WHEREAS on April 8, 2009, the Commission ordered that the Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission;

AND WHEREAS on April 15, 2009, the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order, to be held on April 22, 2009 at 2:00 p.m.;

AND WHEREAS Staff served Nest and Frayssignes with the Notice of Hearing on April 16, 2009 by sending a copy by email to counsel for Nest and Frayssignes;

AND WHEREAS the Commission held a Hearing on April 22, 2009 and counsel for Staff and an agent for counsel for the respondents attended before the Commission;

AND WHEREAS counsel for Staff provided the Commission with a signed consent to an order extending the Temporary Order until May 21, 2009;

AND WHEREAS on April 22nd, 2009, a panel of the Commission ordered, pursuant to subsection 127(8) of the Act, that the Temporary Order be extended as against the respondents to May 22, 2009 and that the hearing be adjourned to May 21, 2009 at 2:00 p.m.;

AND WHEREAS the Commission held a Hearing on May 21, 2009, in writing, and counsel for Staff and counsel for the respondents consented to an order extending the Temporary Order until June 17th, 2009 and adjourning the Hearing until June 16th, 2009 at 2:00 p.m.;

AND WHEREAS the Commission held a Hearing on June 16, 2009, where counsel for Staff and counsel for

the respondents attended in person and consented to an order extending the Temporary Order until October 7, 2009 and adjourning the hearing to October 6, 2009;

AND WHEREAS on June 16, 2009 the Commission ordered pursuant to subsection 127(8) of the Act, that the Temporary Order be extended as against the respondents to October 7, 2009 and that the hearing be adjourned to October 6, 2009;

AND WHEREAS the Commission held a Hearing on October 6, 2009, where counsel for Staff and counsel for the respondents attended in person and consented to an order extending the Temporary Order to December 10, 2009 and adjourning the hearing to December 9, 2009;

AND WHEREAS the Commission held a Hearing on December 9, 2009, where counsel for Staff attended in person and counsel for the respondents did not attend;

AND WHEREAS Counsel for Staff advised that proceedings would likely be commenced prior to January 7, 2010;

AND WHEREAS the parties consented to an order extending the Temporary Order to January 8, 2010 and adjourning the hearing to January 7, 2010 at 10:00 a.m.;

AND WHEREAS on December 9, 2009, the Commission extended the Temporary Order to January 8, 2010, and adjourned the hearing to January 7, 2010;

AND WHEREAS the Commission held a Hearing on January 7, 2010, where counsel for Staff attended in person and the respondents, although on notice of the hearing, did not attend;

AND WHEREAS Staff advised that the commencement of proceedings has been delayed by virtue of continued discussion with a potential respondent;

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

AND WHEREAS pursuant to section 127(8) satisfactory information has not been provided to the Commission by any of the respondents;

IT IS HEREBY ORDERED pursuant to section 127(8) that the Temporary Order is extended to January 25, 2010;

IT IS FURTHER ORDERED that the hearing is adjourned to January 22, 2010, at 10:00 a.m.

DATED at Toronto this 7th day of January 2010.

“Carol S. Perry”

2.2.4 IMG International Inc. et al. – ss. 127(1), 127(8)

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

AND

**IN THE MATTER OF
IMG INTERNATIONAL INC.,
INVESTORS MARKETING GROUP
INTERNATIONAL INC. AND MICHAEL SMITH**

**ORDER
(Sections 127(1) & 127(8) of the Securities Act)**

WHEREAS on June 11, 2009, the Ontario Securities Commission (the "Commission") issued a temporary cease trade order (the "Temporary Order") pursuant to sections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") ordering that all trading in securities by IMG International Inc./Investors Marketing Group International Inc. ("IMG") and Michael Smith ("Smith") shall cease;

AND WHEREAS on June 11, 2009, the Commission ordered that the Temporary Order shall expire on the 15th day after its making unless extended by order of the Commission;

AND WHEREAS on June 19, 2009, the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order, to be held on June 24, 2009 at 10:00 a.m.;

AND WHEREAS the Commission held a Hearing on June 24, 2009, where counsel for Staff attended but no one attended for IMG or Smith before the Commission;

AND WHEREAS on June 24, 2009 the Commission made an order extending the Temporary Order until October 7, 2009 and adjourning the hearing to October 6, 2009;

AND WHEREAS the Commission held a Hearing on October 6, 2009, where counsel for Staff attended but no one attended for IMG or Smith before the Commission;

AND WHEREAS Staff advised that it has received a voice mail from Smith, and has served the applicable materials on the respondents to the email address provided by Smith, but has had no substantive contact with Smith or IMG;

AND WHEREAS the Commission is satisfied that Staff has taken reasonable steps to give notice of the hearing to the respondents;

AND WHEREAS on October 6, 2009, the Commission extended the Temporary Order to December 10, 2009, and adjourned the hearing to December 9, 2009;

AND WHEREAS the Commission held a Hearing on December 9, 2009, where counsel for Staff attended in person and the respondents did not attend;

AND WHEREAS Counsel for Staff advised that proceedings would likely be commenced prior to January 7, 2010;

AND WHEREAS on December 9, 2009, the Commission extended the Temporary Order to January 8, 2010, and adjourned the hearing to January 7, 2010;

AND WHEREAS the Commission held a Hearing on January 7, 2010, where counsel for Staff attended in person and the respondents did not attend;

AND WHEREAS Staff advised that the respondents, although on notice of the proceeding, including a copy of the Order made by the Commission on December 9, 2009, have not further communicated with Staff since Smith sent an email to Staff on July 6, 2009;

AND WHEREAS Staff advised that the commencement of proceedings has been delayed by virtue of continued discussion with a potential respondent;

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

AND WHEREAS pursuant to section 127(8) satisfactory information has not been provided to the Commission by any of the respondents;

IT IS HEREBY ORDERED pursuant to section 127(8) that the Temporary Order is extended to January 25, 2010;

IT IS FURTHER ORDERED that the hearing is adjourned to January 22, 2010, at 10:00 a.m.

DATED at Toronto this 7th day of January 2010.

"Carol S. Perry"

2.2.5 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 Staff of the Commission ("Staff") issued a 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 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 on June 23, 2008, the Temporary Order was extended to September 11, 2008;

AND WHEREAS on September 11, 2008, Vucicevich, Kore International, Banumas and Shah consented to the continuation of the Temporary Order;

AND WHEREAS on September 11, 2008, Sulja Nevada, Sam Sulja, Steven Sulja and De Vries did not appear before the Commission;

AND WHEREAS on September 11, 2008, the Commission found that Staff had made all reasonable efforts to remind the Respondents of the September 11, 2008, appearance before the Commission;

AND WHEREAS on September 11, 2008, the Commission ordered that this matter be set down for a hearing on the merits beginning November 16, 2009, and concluding December 11, 2009, excluding the dates of November 24 and December 8, 2009;

AND WHEREAS on September 11, 2008, the Commission ordered that the Temporary Order against Sulja Nevada, Kore International, Vucicevich and DeVries is extended to the conclusion of the hearing on the merits in this matter;

AND WHEREAS on October 29, 2009, counsel for Vucicevich, Kore International, Banumas and Shah appeared before the Commission and brought a motion before the Commission for leave of the Commission to withdraw as counsel for Vucicevich, Kore International, Banumas and Shah;

AND WHEREAS on October 29, 2009, Vucicevich, Kore International, Banumas and Shah appeared before the Commission and requested an adjournment of the hearing on the merits to allow them to retain new counsel;

AND WHEREAS on October 29, 2009, Staff advised the Commission that Sam Sulja, Steve Sulja and Sulja Nevada had been made aware of the motions before the Commission and, although not in attendance, were not opposed to the adjournment request made by Vucicevich, Kore International, Banumas and Shah;

AND WHEREAS on October 29, 2009, Staff advised the Commission that Staff had advised De Vries by e-mail of the motions to be heard on October 29, 2009 but that Staff had not received a response from De Vries, and De Vries was not in attendance on October 29, 2009;

AND WHEREAS on October 29, 2009, the Commission considered the submissions made by counsel for Vucicevich, Kore International, Banumas and Shah and the submissions made by Staff;

AND WHEREAS on October 29, 2009, the Commission allowed the motion for counsel to withdraw and the motion for an adjournment of the hearing on the merits;

AND WHEREAS on October 29, 2009, the Commission ordered the matter adjourned to December 4, 2009 at 10 a.m. for Vucicevich, Kore International, Banumas and Shah or new counsel on their behalf to attend for the purpose of scheduling a pre-hearing conference;

AND WHEREAS on December 4, 2009, Vucicevich attended before the Commission and advised that he, Shah, Banumas and Kore International had not yet retained new counsel. Vucicevich also advised the Commission of the efforts that had been made to retain new counsel. Vucicevich advised the Commission that new counsel should be retained by January 2010;

AND WHEREAS on December 4, 2009, this matter was adjourned to January 8, 2010, at 10 a.m., to set a date for a pre-hearing conference whether or not new counsel had been retained for Vucicevich, Banumas, Kore International and Shah.

AND WHEREAS none of the Respondents attended by 10:00 am on January 8, 2010;

AND WHEREAS Staff advised the Commission that counsel for Sam Sulja, Steve Sulja, and Sulja Nevada was aware of the appearance on January 8, 2010, and was agreeable to the matter being adjourned to a pre-hearing conference date of Staff's selection;

AND WHEREAS Staff also advised the Commission that Staff had made efforts to advise DeVries of the appearance before the Commission on January 8, 2010;

IT IS ORDERED that the matter is adjourned to a pre-hearing conference to be held on March 4, 2010, at 10:00 am;

AND IT IS FURTHER ORDERED that the Respondents may return on three days notice to make further submissions on the scheduling of the prehearing conference if the counsel they retain is unavailable on March 4, 2010.

DATED at Toronto this 8th day of January, 2010.

"James E. A. Turner"

2.2.6 optionsXpress Canada Corp. – s. 80 of the CFA

Headnote

Section 80 of the Commodity Futures Act (Ontario) – Applicant exempted from the suitability requirements in paragraph 28(1)(b) of Regulation 90 made pursuant to the CFA that it make enquiries that will enable it to assess the suitability of trading by the client in view of the markets in which the client intends to trade, the scale of trading the client intends to undertake, and the general financial needs and objectives of the client in connection with offering online discount brokerage services to clients in Ontario for trades in commodity futures contracts and commodity futures options – Exemption subject to a “sunset clause” clause.

Statutes Cited

Regulation 90 of the Commodity Futures Act, R.S.O. 1990, c. C.20. as am., ss. 28(1)(b), 80.

Instruments Cited

OSC Rule 31-505 Conditions of Registration, ss. 1.1(2), 1.5(1)(b).

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

AND

**IN THE MATTER OF
OPTIONSXPRESS CANADA CORP.**

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

UPON the application (the **Application**) of optionsXpress Canada Corp. (the **Applicant**) to the Ontario Securities Commission (the **Commission**) for an order (the **Order**), pursuant to section 80 of the CFA, that the Applicant be exempt from the requirements contained in paragraph 28(1)(b) of Regulation 90 made pursuant to the CFA (the **Regulation**) that the Applicant make enquiries that will enable the Applicant to assess the suitability of trading by the client in view of the markets in which the client intends to trade, the scale of trading the client intends to undertake, and the general financial needs and objectives of the client (the **CFA Suitability Requirements**);

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

AND UPON the Applicant having represented to the Commission that:

1. The Applicant is a corporation incorporated under the *Companies Act* (Nova Scotia).

2. The Applicant is registered as a dealer with an unrestricted practice (discount broker) in Québec, as an investment dealer in Ontario, Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Nova Scotia, Prince Edward Island and Saskatchewan (together with Québec, the **Jurisdictions**) and is a member of the Investment Industry Regulatory Organization of Canada (**IIROC**).
3. The head office of the Applicant is located in Chicago, Illinois, United States of America.
4. The Applicant currently provides online discount brokerage services to retail clients in the Jurisdictions for trades in securities.
5. The Applicant is seeking registration as a futures commission merchant on a non-resident basis in Ontario in order to offer online discount brokerage services to retail clients in Ontario for trades in commodity futures contracts and commodity futures options (collectively, **Futures Contracts**).
6. IIROC requires that its members perform client suitability investigations for trades in securities and Futures Contracts (the **IIROC Suitability Requirements**) unless IIROC is satisfied that the IIROC member will comply with the policies and procedures outlined in IIROC Rule 3200 of the IIROC Rule Book (**IIROC Rule 3200**), which has been approved by the Commission. IIROC has confirmed that the Applicant has been approved under IIROC Rule 3200 for trades in securities and Futures Contracts.
7. Pursuant to subsection 1.1(2) of OSC Rule 31-505 – *Conditions of Registration* (**OSC Rule 31-505**), an investment dealer can comply with the suitability requirements for trades in securities under paragraph 1.5(1)(b) of OSC Rule 31-505 (the **OSA Suitability Requirements**) by complying with a by-law, rule, regulation, policy, procedure, interpretation or practice of IIROC which deals with the same subject matter and has been approved by the Commission. There is presently no rule under the CFA that is similar to section 1.1(2) of OSC Rule 31-505 for trades in Futures Contracts for IIROC members.
8. By obtaining approval under IIROC Rule 3200, the Applicant is deemed to comply with the OSA Suitability Requirements for trades in securities. However, approval under IIROC Rule 3200 does not provide the Applicant with the equivalent deemed compliance of the CFA Suitability Requirements for trades in Futures Contracts. Accordingly, when the Applicant provides trade execution services to clients with respect to Futures Contracts, it would, in the absence of this Order, be required to comply with the CFA Suitability Requirements.

9. The Applicant and its registered salespersons, partners, officers and directors (**Registered Representatives**) do not and will not provide advice or recommendations regarding the purchase and sale of Futures Contracts. The Applicant has adopted policies and procedures to ensure that the Applicant and its Registered Representatives do not provide advice or recommendations regarding the purchase or sale of Futures Contracts.

Acknowledgement has been received or being a client account to which a Prospective Client Acknowledgement has not been received.

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

IT IS ORDERED, pursuant to section 80 of the CFA, that the Applicant is exempted from the CFA Suitability Requirements in respect of trades in Futures Contracts performed for clients, for a period of five years, provided that, at the relevant time such activities are engaged in:

10. Clients who request the Applicant or its Registered Representatives to provide advice or recommendations or advice as to suitability of a proposed purchase or sale of Futures Contracts will be referred to a dealer or adviser, appropriately registered under the CFA, that provides those services.

(a) the Applicant has obtained approval from IIROC under IIROC Rule 3200 for trades in securities and Futures Contracts;

11. The Applicant does not and will not compensate its Registered Representatives on the basis of transactional values.

(b) the Applicant and its Registered Representatives do not provide any advice or recommendations regarding the purchase or sale of Futures Contracts;

12. Each prospective client of the Applicant will be advised of the relief from the CFA Suitability Requirements provided in this Order and is required to acknowledge, in writing, that:

(a) no advice or recommendations will be provided by the Applicant or its Registered Representatives regarding the purchase or sale of Futures Contracts;

(c) clients who request the Applicant or its Registered Representatives provide advice or recommendations as to suitability of a proposed purchase or sale of Futures Contracts are referred to a dealer or adviser, appropriately registered under the CFA, that provides those services;

(b) the Applicant and its Registered Representatives will not consider the client's financial situation, investment knowledge, investment objectives and risk tolerance and will not determine the suitability of a proposed purchase or sale of Futures Contracts for the client when accepting orders from the client; and

(d) the Applicant is a distinct legal entity which provides order-execution only services;

(c) the client alone is responsible for his or her own investment decisions ((a), (b) and (c) together constitute the **Prospective Client Acknowledgement**),

(e) the Applicant does not compensate its Registered Representatives on the basis of transactional values;

prior to the Applicant opening an account for such prospective client.

(f) the Applicant has written policies and procedures in place to ensure that the Applicant and its Registered Representatives do not provide advice or recommendations regarding the purchase or sale of Futures Contracts and a program is in place for communicating those policies and procedures to all of the Applicant's Registered Representatives and ensuring that the policies and procedures are understood and implemented;

13. The Applicant has adopted policies and procedures to ensure:

(a) that evidence of all Prospective Client Acknowledgements is established and retained pursuant to the record keeping requirements of the CFA, and

(g) each prospective client of the Applicant is advised of the relief from the CFA Suitability Requirements provided in this Order and obtains, in writing, a Prospective Client Acknowledgment prior

(b) all client accounts of the Applicant are appropriately designated as being a client account to which Prospective Client

- to the Applicant opening an account for such prospective client;
- (h) evidence of all Prospective Client Acknowledgements is established and retained pursuant to the record keeping requirements of the CFA;
 - (i) the order-entry systems and records of the Applicant must be capable of labelling all account documentation relating to clients, including monthly statements and confirmations, as "order-execution only accounts" or some variant thereof;
 - (j) each prospective client of the Applicant is provided applicable risk disclosure documents in a form acceptable to IIROC;
 - (k) the Applicant's policies and procedures, amongst other things, assesses the depth of investment knowledge and trading experience of a prospective client before an account is approved to be opened; and
 - (l) cumulative loss parameters for each client account have been established.

January 5, 2010

"David L. Knight"
Commissioner
Ontario Securities Commission

"Mary Condon"
Commissioner
Ontario Securities Commission

2.2.7 Barry Landen – s. 127

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

AND

**IN THE MATTER OF
BARRY LANDEN**

**ORDER
(Section 127 of the Securities Act)**

WHEREAS on October 7, 2009, the Commission issued a Notice of Hearing pursuant to sections 127 and 127.1 of the Act accompanied by a Statement of Allegations dated October 6, 2009, issued by Staff of the Commission ("Staff") with respect to Barry Landen ("Landen");

AND WHEREAS on October 7, 2009, counsel for Landen was served with the Notice of Hearing and Statement of Allegations;

AND WHEREAS the Notice of Hearing set the hearing in this matter for October 29, 2009 at 10 a.m.;

AND WHEREAS on October 26, 2009, the Commission adjourned the hearing at the request of counsel for Staff and counsel for Landen to November 10, 2009 at 2:30 p.m. for the purpose of having a pre-hearing conference;

AND WHEREAS on November 10, 2009, the pre-hearing conference was commenced in front of the Commission and adjourned on consent of all parties until December 23, 2009;

AND WHEREAS on December 23, 2009, the pre-hearing conference was adjourned on consent of all parties until January 8, 2010 at 2:00 p.m.;

AND WHEREAS on January 8, 2010, the pre-hearing conference was concluded and the parties requested that the matter be set down for a hearing;

IT IS ORDERED THAT the hearing in this matter shall commence on February 22, 2010 at 10 a.m. for three days or such other dates as are agreed to by the parties and determined by the Office of the Secretary.

DATED at Toronto this 8th day of January, 2010.

"David L. Knight"

2.2.8 Peter Robinson and Platinum International Investments Inc.

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

AND

**IN THE MATTER OF
PETER ROBINSON AND
PLATINUM INTERNATIONAL INVESTMENTS INC.**

ORDER

WHEREAS on December 18, 2009, the Secretary of the Commission issued a Notice of Hearing, pursuant to sections 37, 127 and 127.1 of the Ontario *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act"), for a hearing to commence at the offices of the Commission at 20 Queen Street West, 17th Floor Hearing Room on Monday, January 11th, 2010 at 11 a.m., or as soon thereafter as the hearing can be held;

WHEREAS the Notice of Hearing provides for the Commission to consider, among other things, whether, in the opinion of the Commission, it is in the public interest, pursuant to s. 127(5) of the Act to issue a temporary order that:

The respondents, Platinum International Investments Inc. ("Platinum") and Peter Robinson ("Robinson") (collectively the "Respondents") shall cease trading in any securities;

AND WHEREAS Staff of the Commission ("Staff") served the Respondents with copies of the Notice of Hearing and Staff's Statement of Allegations dated December 17, 2009, as evidenced by the Affidavit of Kathleen McMillan sworn on January 11, 2010, and filed with the Commission;

AND WHEREAS Staff served the Respondents with a copy of the Affidavit of Lori Toledano, affirmed on January 8, 2010, as evidenced by the Affidavit of Service of Kathleen McMillan sworn on January 8, 2010;

AND WHEREAS on January 11, 2010 Staff of the Commission and Robinson appeared before the Commission and made submissions. Robinson appeared in his personal capacity and as the sole registered director of Platinum. During the hearing on January 11, 2010, Robinson advised the Commission that he consented to the issuance of a temporary cease trade order against himself and against Platinum;

AND WHEREAS on January 11, 2010, Robinson requested an adjournment of the hearing in order to retain counsel;

AND WHEREAS on January 11, 2010, the panel of the Commission considered the Affidavit of Lori

Toledano and the submissions made by Staff and Robinson;

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

IT IS HEREBY ORDERED pursuant to subsection 127(5) of the Act that Robinson and Platinum cease trading in any securities (the "Temporary Cease Trade Order");

IT IS FURTHER ORDERED pursuant to subsection 127(8) of the Act, that the Temporary Cease Trade Order is extended until February 4, 2010;

IT IS FURTHER ORDERED that the hearing with respect to this matter is adjourned to February 3, 2010, at 9:00 a.m. and all respondents in this matter are requested to attend at that time for the purpose of assisting in the scheduling of the hearing on the merits.

DATED at Toronto this 11th day of January, 2010.

"David L. Knight"

2.2.9 Firestar Capital Management Corp. et al. – s. 127

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

AND

**IN THE MATTER OF
FIRESTAR CAPITAL MANAGEMENT CORP.,
KAMPOSSE FINANCIAL CORP.,
FIRESTAR INVESTMENT MANAGEMENT GROUP,
MICHAEL CIAVARELLA AND MICHAEL MITTON**

**TEMPORARY ORDER
(Section 127)**

WHEREAS on December 10, 2004, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to s. 127 of the *Securities Act*, R.S.O. 1990, c. S.5, to consider whether it is in the public interest to extend the Temporary Orders made on December 10, 2004 ordering that trading in shares of Pender International Inc. by Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Mitton, and Michael Ciavarella cease until further order by the Commission;

AND WHEREAS on December 17, 2004, the Commission ordered that the hearing to consider whether to extend the Temporary Orders should be adjourned until February 4, 2005 and the Temporary Orders continued until that date;

AND WHEREAS on December 17, 2004, the Commission ordered that the Temporary Order against Michael Mitton should also be expanded such that Michael Mitton shall not trade in any securities in Ontario until the hearing on February 4, 2005;

AND WHEREAS a Notice of Hearing and Statement of Allegations were issued on December 21, 2004;

AND WHEREAS on February 2, 2005, the hearing to consider whether to continue the Temporary Orders was adjourned until May 26, 2005 and the Temporary Orders were continued until May 26, 2005;

AND WHEREAS on March 9, 2005, the hearing to consider whether to continue the Temporary Orders was adjourned until June 29 and 30, 2005 and the Temporary Orders were continued until June 30, 2005;

AND WHEREAS on June 29, 2005, the hearing to consider whether to continue the Temporary Orders was adjourned until November 23 and 24, 2005 and the Temporary Orders were continued until November 24, 2005;

AND WHEREAS on November 21, 2005, the hearing to consider whether to continue the Temporary

Orders was adjourned until January 30 and 31, 2006 and the Temporary Orders were continued until January 31, 2006;

AND WHEREAS on January 30, 2006, the hearing to consider whether to continue the Temporary Orders was adjourned until July 31, 2006 and the Temporary Orders were continued until July 31, 2006;

AND WHEREAS on July 31, 2006, the hearing to consider whether to continue the Temporary Orders was adjourned until October 12, 2006 and the Temporary Orders were continued until October 12, 2006;

AND WHEREAS on October 12, 2006, the hearing to consider whether to continue the Temporary Orders was adjourned until October 12, 2007 and the Temporary Orders were continued until October 12, 2007;

AND WHEREAS on October 12, 2007, the hearing to consider whether to continue the Temporary Orders was adjourned until March 31, 2008 and the Temporary Orders were continued until March 31, 2008;

AND WHEREAS on March 31, 2008, the hearing to consider whether to continue the Temporary Orders was adjourned until June 2, 2008 and the Temporary Orders were continued until June 2, 2008;

AND WHEREAS on June 2, 2008, the hearing to consider whether to continue the Temporary Orders was adjourned until December 1, 2008 and the Temporary Orders were continued until December 1, 2008;

AND WHEREAS on December 1, 2008, the hearing to consider whether to continue the Temporary Orders was adjourned until January 11, 2010 and the Temporary Orders were continued until January 11, 2010;

AND WHEREAS Staff of the Commission (“Staff”) has not been notified that Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton oppose the making of this order;

AND WHEREAS Michael Ciavarella and Michael Mitton were charged on September 26, 2006 under the Criminal Code with offences of fraud, conspiracy to commit fraud, laundering the proceeds of crime, possession of proceeds of crime, and extortion for acts related to this matter;

AND WHEREAS on March 22, 2007, Michael Mitton was convicted of numerous charges under the Criminal Code and sentenced to a term of imprisonment of seven years;

AND WHEREAS Michael Ciavarella has been committed to stand trial before the Superior Court of Justice (Ontario) and Staff have been informed that is trial is now currently scheduled to commence in November of 2010;

AND WHEREAS no counsel appeared for any of the Respondents;

IT IS ORDERED that the hearing to consider whether to continue the Temporary Orders is adjourned to March 7, 2011 at 10:00 a.m.;

IT IS ORDERED that the Temporary Orders currently in place as against Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton are further continued until March 8, 2011, or until further order of this Commission.

DATED at Toronto this 11th day of January, 2010.

“David L. Knight”

2.2.10 Hamilton Park Plaza Limited Partnership – s. 144

Headnote

Application by an issuer for a revocation of a cease trade order – cease trade order issued because the issuer had failed to file certain continuous disclosure materials required by Ontario securities law – defaults subsequently remedied by bringing continuous disclosure filings up-to-date – cease trade order revoked.

Statutes Cited

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

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

AND

**IN THE MATTER OF
HAMILTON PARK PLAZA LIMITED PARTNERSHIP**

**ORDER
(Section 144)**

WHEREAS the securities of the Hamilton Park Plaza Limited Partnership (the **Applicant**) are currently subject to a cease trade order made by the Director dated May 22, 1998 pursuant to paragraph 2 of subsection 127(1) and subsection 127(5) of the Act, as extended by a further order made by the Director dated June 4, 1998, pursuant to subsection 127(8) of the Act (together, the **Cease Trade Order**), ordering that trading in securities of the Applicant cease until the Cease Trade Order is revoked;

AND WHEREAS the Applicant has made an application to the Ontario Securities Commission (the Commission) pursuant to section 144(1) of the Act for an order revoking the Cease Trade Order;

AND WHEREAS the Applicant has represented to the Commission that:

1. The Applicant is a limited partnership formed pursuant to the *Partnership Act of Manitoba*. The Applicant's registered and head office is located in Winnipeg, Manitoba.
2. The Applicant is a reporting issuer in the provinces of Manitoba, Saskatchewan, Alberta, Ontario and Quebec. The Applicant is not a reporting issuer or its equivalent in any other jurisdiction in Canada.
3. The Applicant is governed by a limited partnership agreement dated March 7, 1985 and made between Hamilton Park Plaza Ltd., as general partner (the **General Partner**), Qualico Financial Services Ltd., as the initial limited partner and

- each and every person who subscribes for and pays the subscription price per unit and is accepted as a limited partner in the partnership (the **Partnership Agreement**).
4. Pursuant to a prospectus dated March 11, 1985, the Applicant sold a total of 800 limited partnership units (the **Units**) at a price of \$2,500 per unit for gross proceeds of \$2,000,000. There are currently 800 Units issued and outstanding. The Units are the only issued and outstanding securities of the Applicant.
 5. The promoter of the Applicant at the time of its formation was Qualico Developments Limited (since renamed Qualico Developments West Ltd.) (**Qualico**). Qualico was the promoter of other limited partnerships formed pursuant to the *Partnership Act* of Manitoba which would become reporting issuers pursuant to prospectus offerings (the **Reporting Issuer Limited Partnerships**). On October 2, 1982, Qualico obtained an order from the Commission exempting its then existing and future-formed Reporting Issuer Limited Partnerships from the requirement to file and deliver to securityholders resident in Ontario financial statements for the first and third quarters of each financial year (the Interim Statement Relief). The Interim Statement Relief was subject to conditions, including that a majority of the unitholders of each Reporting Issuer Limited Partnership annually vote to approve the exemption and that the results of each such vote be reported in writing to the Commission within 10 days thereof.
 6. The Applicant was a Reporting Issuer Limited Partnership subject to the Interim Statement Relief. Since its formation in 1985, the Applicant has obtained majority approval from its limited partners (the **Unitholders**) of the Interim Statement Relief on an annual basis up to and including in respect of the Applicant's 2009 financial year. The Interim Financial Statement Relief is not available to the Applicant because (a) it has not annually complied with the condition that the results of the Unitholder vote be reported in writing to the Commission within 10 days of each such vote being taken, and (b) with respect to its 2010 financial year, the Applicant did not seek Unitholder approval of the exemption.
 7. The business of the Applicant consists of the ownership and operation of a 210 suite residential apartment complex located at 262-302 Hamilton Avenue & 838 Cavalier Drive, Winnipeg, Manitoba.
 8. The Cease Trade Order was issued due to the failure of the Applicant to file audited annual financial statements for the year ended December 31, 1997 with the Commission, as required at the time of the Cease Trade Order by Part XVIII of the Act.
 9. In addition to the Cease Trade Order, the Applicant is currently subject to cease trade orders issued by the Saskatchewan Securities Commission on February 12, 2001 and the Alberta Securities Commission on November 22, 2002 (together, the **Other Cease Trade Orders**), for failing to file with such securities regulatory authorities certain financial statements, management's discussion and analysis (**MD&A**) and applicable fees, or for failing to file the same in a timely manner, as required under applicable securities legislation. The Applicant is not subject to cease trade orders in any other jurisdiction.
 10. The Applicant was previously subject to a cease trade order issued by the Manitoba Securities Commission (the **MSC**) dated September 26, 2006 (the **Manitoba Cease Trade Order**) and a cease trade order issued by the Commission des valeurs mobilières du Québec (the predecessor to the Autorité des marchés financiers, the **AMF**) dated January 7, 1999 (the **Quebec Cease Trade Order**). The Manitoba Cease Trade Order and Quebec Cease Trade Order were revoked by orders of the MSC and AMF dated, respectively, December 23, 2009.
 11. In accordance with the requirements of paragraphs 8.3 and 8.4 of the Partnership Agreement, the General Partner has prepared and delivered audited annual and unaudited interim semi-annual financial statements to the Applicant's Unitholders in each year commencing with financial statements for the year ended December 31, 1985.
 12. In accordance with paragraph 9.1 of the Partnership Agreement, the General Partner has caused an annual meeting of the Unitholders to be held in each calendar year commencing in 1985. Annual meetings of the Applicant are held in Montreal, Quebec; that being the location in which the largest number of Unitholders reside. The last annual meeting of the Applicant was held on November 26, 2009.
 13. Prior to March, 2007, the General Partner chose, due to cost concerns, to file annual financial statements in paper format with the certain of the securities regulatory authorities in each of Ontario, Manitoba, Saskatchewan, Alberta and Quebec. In certain years prior to March, 2007, the Applicant's financial statements contained certain qualifications to Canadian Generally Accepted Accounting Principles (**GAAP**). Since March, 2007, the Applicant's financial statements have been prepared in accordance with GAAP. The Applicant did not maintain an issuer profile on the System for Electronic Document Analysis and Retrieval (**SEDAR**) prior to March, 2007.

14. The Applicant concurrently applied to the Commission and the securities regulatory authorities in each of Manitoba, Saskatchewan, Alberta and Quebec (collectively, the **Applicable Securities Regulatory Authorities**) for a full revocation of the Cease Trade Order, the Manitoba Cease Trade Order, the Quebec Cease Trade Order and each of the Other Cease Trade Orders.
15. The Applicant has filed with the Applicable Securities Regulatory Authorities, through SEDAR:
- (a) audited annual financial statements, unaudited interim semi-annual financial statements and the accompanying MD&A for the past three fiscal years, being the years ended December 31, 2006, 2007 and 2008,
 - (b) unaudited financial statements for the interim period ended March 31, 2009, the semi-annual period ended June 30, 2009 and the interim period ended September 30, 2009 and the accompanying MD&A, and
 - (c) the certificates required by National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* with respect to the filings referred to in (a) and (b).
16. The Applicant has not filed with the Commission its outstanding continuous disclosure documents for periods prior to the Applicant's financial year ended December 31, 2006, or the interim financial statements and related MD&A for the periods ended March 31 and September 30 for the Applicant's financial years ended December 31, 2007 and 2008 (the **Outstanding Filings**). Except for the failure to file the Outstanding Filings, the Applicant is not in default of any of its obligations as a reporting issuer under the Act.
17. The securities of Hamilton Park are not traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.
18. Other than the Cease Trade Order, the Applicant has not previously been subject to a cease trade order by the Commission.
19. The Applicant's profiles on SEDAR and the System for Electronic Disclosure by Insiders (**SEDI**) are up to date.
20. The Applicant has paid all applicable outstanding participation fees, filing fees and late fees owing to the Commission.
21. The Applicant acknowledges its obligation to prepare and file annual and interim financial statements and other continuous disclosure documents as required by applicable securities laws going forward.
22. The Applicant is not considering, nor is it involved in any discussions relating to a reverse take-over, merger, amalgamation or other form of combination or transaction similar to any of the foregoing.
23. Upon issuance of this revocation order, the Applicant will issue and file a news release and material change report on SEDAR.

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

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

IT IS ORDERED pursuant to section 144 of the Act that the Cease Trade Order is revoked.

DATED this 30th day of December, 2009.

"Michael Brown"
Assistant Manager, Corporate Finance
Ontario Securities Commission

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
Avalon Works Corp.	07 Jan 10	19 Jan 10		

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
Seprotech Systems Incorporated	30 Dec 09	11 Jan 10	11 Jan 10		

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
Spylogics International Corp.	02 June 09	15 June 09	15 June 09		
Coalcorp Mining Inc.	07 Oct 09	19 Oct 09	19 Oct 09		
Garrison International Ltd.	29 Oct 09	10 Nov 09	10 Nov 09		
Toxin Alert Inc.	06 Nov 09	18 Nov 09	18 Nov 09		
Seprotech Systems Incorporated	30 Dec 09	11 Jan 10	11 Jan 10		

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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	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
12/18/2009	2	1900 Dickson Street LP - Units	9,187,219.07	9,187,219.07
12/21/2009	2	49 Ontario Street LP - Units	4,009,096.50	4,009,096.05
12/16/2009	6	ACIC Marketing Limited Partnership - Units	110,000.00	110.00
12/15/2009 to 12/16/2009	16	Adventure Gold Inc. - Units	695,869.85	5,352,845.00
12/22/2009	36	Afrasia Mineral Fields Inc. - Units	500,000.00	2,000,000.00
12/16/2009	1	AlphaMosaic SPC - Common Shares	158,880.00	150.00
12/16/2009	18	AltaLink Investments, L.P. - Bonds	150,000,000.00	150,000.00
12/30/2009	44	Altima Resources Ltd. - Flow-Through Shares	1,359,557.00	2,593,000.00
12/24/2009	15	Amanta Resources Ltd. - Units	325,500.00	4,650,000.00
12/18/2009	18	Apogee Minerals Ltd. - Units	1,500,000.00	N/A
12/10/2009	21	Artek Exploration Ltd. - Flow-Through Shares	6,971,800.00	316,900.00
12/21/2009	46	Avere Energy Inc. - Units	750,000.00	15,000,000.00
12/18/2009	36	Azimut Exploration Inc. - Non Flow-Through Shares	2,876,125.00	767,500.00
12/18/2009	14	AzTech Minerals, Inc. - Common Shares	1,307,500.00	2,615,000.00
12/22/2009	133	Aztek Energy Ltd. - Receipts	15,030,040.00	88,412,000.00
12/22/2009	1	Birch Hill Equity Partners IV, L.P. - Limited Partnership Interest	30,000,000.00	1.00
12/22/2009	2	Birch Hill Equity Partners (Entrepreneurs) IV, L.P - Limited Partnership Interest	2,000,000.00	1.00
12/23/2009	1	Birch Hill Equity Partners IV, L.P. - Limited Partnership Interest	30,000,000.00	1.00
12/18/2009	8	BNP Paribas (Canada) - Notes	2,565,432.80	3,200.00
12/16/2009	7	BNP Paribas (Canada) - Notes	6,188,449.20	5,800.00
12/21/2009	84	Brett Resources Inc. - Common Shares	5,274,000.00	2,637,000.00
12/15/2009	18	Burnstone Ventures Inc. - Units	345,099.84	5,751,664.00
12/17/2009	15	Canadian Horizons Blended Mortgage Investment Corporation - Preferred Shares	717,820.00	717,820.00
12/07/2009 to 12/08/2009	19	Canadian Horizons Blended Mortgage Investment Corporation - Preferred Shares	716,367.00	716,367.00

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
12/17/2009	36	Canadian Horizons First Mortgage Investment Corporation - Preferred Shares	1,469,337.00	1,469,337.00
12/04/2009 to 12/07/2009	2	CanAlaska Uranium Ltd. - Flow-Through Shares	712,510.00	N/A
12/17/2009	67	CanWel Building Materials Income Fund - Receipts	57,500,460.00	15,131,700.00
12/17/2009	40	CareVest Blended Mortgage Investment Corporation - Preferred Shares	1,881,915.00	1,881,915.00
12/17/2009	33	CareVest Capital Blended Mortgage Investment Corporation. - Preferred Shares	3,000,041.00	3,000,041.00
12/07/2009	46	CareVest Capital Blended Mortgage Investment Corp. - Preferred Shares	2,677,103.00	2,677,103.00
12/17/2009	23	CareVest First Mortgage Investment Corporation - Preferred Shares	747,539.00	747,539.00
12/07/2009	23	CareVest First Mortgage Investment Corporation - Preferred Shares	964,677.00	964,677.00
12/30/2009	14	CBI Property Income Corp. - Common Shares	408,400.00	408,400.00
12/17/2009	6	CHS (CAMP) Partnership - Bonds	86,100,000.00	86,100,000.00
12/23/2009	5	Clear Channel Worldwide Holdings Inc. - Notes	3,142,800.00	N/A
12/21/2009	2	Cobalt International Energy, Inc. - Common Shares	59,386,500.00	4,150,000.00
12/23/2009	51	Compliance Energy Corporation - Units	1,485,000.00	5,400,000.00
12/23/2009	2	Creso Resources Inc. - Units	800,000.00	3,000,000.00
12/23/2009	1	Crown William Mining Corporation - Common Shares	0.00	10,022,943.00
12/16/2009	4	Cuervo Resources Inc. - Units	350,000.00	1,070,000.00
12/17/2009	44	Cypress Development Corp. - Flow-Through Shares	1,571,850.00	10,479,000.00
12/15/2009	2	Dendreon Corporation - Common Shares	9,198,000.00	17,250,000.00
12/17/2009 to 12/22/2009	4	Development Notes Limited Partnership - Units	490,644.00	490,644.00
12/02/2009 to 12/04/2009	2	Development Notes Limited Partnership - Units	221,291.00	221,291.00
12/02/2009 to 12/04/2009	2	Development Notes Limited Partnership - Units	221,291.00	221,291.00
12/16/2009	2	DuPont Fabros Technology, L.P. - Notes	6,360,000.00	1.00
12/08/2009 to 12/18/2009	14	Eagle Landing Retail Limited Partnership - Limited Partnership Units	650,412.43	251,828.77
12/15/2009	31	Ecosynthetix Inc. - Units	10,714,968.00	391,200.00
12/14/2009	2	Edgeworth Mortgage Investment Corporation - Preferred Shares	122,360.00	12,236.00
11/20/2009	6	EMC Metals Corp. - Units	1,040,000.00	13,000,000.00

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
12/14/2009	31	Empire Mining Corporation - Common Shares	645,350.00	6,453,500.00
12/15/2009	3	Empire (Estate of Wyndance) Ltd. - Loans	13,250,000.00	13,250,000.00
11/19/2009	2	Energy Select Sector SPDR - Common Shares	145,278.22	2,400.00
12/18/2009	201	Exceed Energy Inc. - Common Shares	29,216,849.30	800,000,000.00
11/25/2009	2	Financial Select Sector SPDR - Common Shares	62,172.74	4,000.00
12/18/2009 to 12/22/2009	2	First Leaside Expansion Limited Partnership - Units	113,000.00	113,000.00
12/01/2009 to 12/03/2009	2	First Leaside Expansion Limited Partnership - Units	300,001.00	300,001.00
12/08/2009	2	First Leaside Fund - Trust Units	15,000.00	15,000.00
12/03/2009	1	First Leaside Fund - Trust Units	3,678.10	3,489.00
12/18/2009 to 12/22/2009	4	First Leaside Fund - Units	186,831.00	186,831.00
12/17/2009 to 12/21/2009	3	First Leaside Fund - Units	39,804.00	389,804.00
12/17/2009 to 12/22/2009	6	First Leaside Premier Limited Partnership - Units	490,232.11	458,090.00
12/04/2009	1	First Leaside Premier Limited Partnership - Units	200,000.00	189,573.00
12/18/2009 to 12/22/2009	7	First Leaside Progressive Limited Partnership - Units	922,324.00	922,324.00
12/02/2009	1	First Leaside Progressive Limited Partnership - Units	150,000.00	150,000.00
12/16/2009 to 12/22/2009	16	First Leaside Wealth Management Inc. - Preferred Shares	2,690,260.00	2,690,260.00
12/07/2009	1	First Leaside Wealth Management Inc. - Preferred Shares	44,499.00	44,499.00
12/01/2009	3	Flatiron Market Neutral LP - Limited Partnership Units	2,925,000.00	2,416.56
12/23/2009	5	Geokinetics Holdings USA, Inc. - Notes	61,808,400.00	1.00
12/23/2009	7	Georgetown Capital Corp. - Common Shares	400,000.00	5,333,333.00
12/17/2009	1	GXS Worldwide, Inc. - Notes	1,573,975.39	1,606,950.00
12/22/2009	51	Harbour Lloydminster Limited Partnership - Units	6,035,000.00	6,035.00
11/03/2009 to 11/16/2009	2	Health Care Select Sector - Common Shares	136,436.50	4,300.00
12/09/2009	2	Hempline Inc. - Common Shares	265,800.00	113,600.00
12/15/2009	2	Hitachi Ltd. - Common Shares	89,717,760.00	33,000,000.00
12/14/2009 to 12/21/2009	2	HTC Pureenergy Inc. - Common Shares	100,000.00	40,000.00
12/21/2009	1	HTC Pureenergy Inc. - Units	190,000.00	100,000.00

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
12/08/2009	1	Human Genome Sciences Inc. - Common Shares	992,799.50	35,000.00
12/16/2009	2	ICF International, Inc. - Common Shares	92,618,700.00	3,565,000.00
12/17/2009 to 12/22/2009	10	IGW Real Estate Investment Trust - Trust Units	310,026.60	310,438.42
12/23/2009	95	International Wayside Gold Mines Ltd. - Receipts	2,491,900.00	N/A
12/23/2009	7	International Wayside Gold Mines Ltd. - Units	1,320,000.00	1,650,000.00
11/03/2009 to 11/24/2009	1	iShares CDN S&P/TSX 60 Index Fund - Common Shares	3,950,202.43	227,461.00
11/09/2009 to 11/10/2009	2	iShares CDN S&P/TSX CAP Energy - Common Shares	78,004.32	4,000.00
11/30/2009	1	iShares CDN S&P/TSX Capped REIT Index Fund - Common Shares	172,413.03	15,000.00
11/16/2009 to 11/27/2009	2	iShares Inc MSCI Australia Index - Common Shares	1,193,597.83	48,460.00
11/16/2009 to 11/30/2009	2	iShares Inc MSCI Japan Index - Common Shares	2,189,646.84	216,200.00
11/16/2009	1	iShares Inc MSCI United Kingdom Index - Common Shares	2,250,991.83	124,700.00
11/02/2009 to 11/16/2009	1	iShares MSCI Brazil - Common Shares	1,295,949.65	17,300.00
11/17/2009 to 11/30/2009	2	iShares MSCI EAFE Value IDX - Common Shares	168,594.60	3,100.00
11/03/2009 to 11/30/2009	4	iShares MSCI Emerging Mkts Index - Common Shares	17,894,909.84	411,600.00
11/04/2009 to 11/19/2009	3	iShares Russell 2000 - Common Shares	49,642,108.27	801,420.00
11/19/2009	2	iShares S&P Global Financial Sector Index Fund - Common Shares	49,731.85	1,000.00
11/05/2009	1	iShares S&P Global Healthcare - Common Shares	971,112.71	18,800.00
11/06/2009	1	iShares S&P NA Tech SW Idx Fund - Common Shares	937,559.00	20,000.00
11/25/2009 to 11/30/2009	2	iShares TR S&P Euro Plus - Common Shares	142,282.47	3,400.00
11/16/2009	1	iUnits S&P/TSX CN Gold IDX - Common Shares	663,638.56	27,500.00
12/16/2009	7	Jaxon Minerals Inc. - Flow-Through Units	450,000.00	2,250,000.00
12/10/2009	5	JDA Software Group Inc. - Notes	734,084.18	705,000.00
12/30/2009	15	Jourdan Resources Inc. - Flow-Through Shares	250,380.00	3,348,400.00
12/11/2009	2	JPMorgan Chase & Co. - Warrants	44,408,335.46	3,902,700.00
12/16/2009	1	Kar Auction Services Inc. - Common Shares	22,852,800.00	1,800,000.00
12/15/2009	2	Kingwest Canadian Equity Portfolio - Units	8,835.00	856.80

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
12/15/2009	1	Kingwest High Income Fund - Units	1,000.00	196.91
12/15/2009	3	Kingwest US Equity Portfolio - Units	19,691.00	1,596.77
12/22/2009	1	Kraton Performance Polymers, Inc. - Common Shares	2,862,000.00	200,000.00
12/18/2009 to 01/04/2010	8	Magenta II Mortgage Investment Corporation - Common Shares	507,925.91	507,925.91
12/23/2009 to 12/31/2009	2	Magenta Mortgage Investment Corporation - Common Shares	200,000.00	20,000.00
11/16/2009 to 11/30/2009	2	Market Vectors NCLR - Common Shares	159,470.21	6,500.00
12/29/2009	1	Marquee Hotels Ltd. - Loans	7,440,000.00	7,440,000.00
12/17/2009	28	Max Minerals Ltd. - Units	2,016,000.00	7,200,000.00
12/23/2009	24	McConachie Development Limited Partnership - Units	2,597,050.00	259,705.00
12/23/2009	47	McConnachie Development Investment Corporation - Units	1,672,350.00	167,235.00
12/21/2009	4	McJunkin Red Man Corporation - Notes	928,905.23	899,000.00
12/15/2009 to 12/17/2009	73	Melkior Resources Inc. - Units	6,059,502.30	9,243,001.00
12/23/2009	24	Mines Abcourt Inc. - Units	2,101,322.00	3,929,962.00
12/09/2009	50	Murgor Resources Inc. - Common Shares	1,044,266.94	5,801,483.00
11/17/2009 to 11/25/2009	59	Newport Canadian Equity Fund - Units	1,812,000.00	15,172.45
11/17/2009 to 11/26/2009	92	Newport Fixed Income Fund - Units	5,375,542.46	49,884.06
11/17/2009 to 11/26/2009	19	Newport Global Equity Fund - Units	483,500.00	8,368.96
11/17/2009 to 11/26/2009	73	Newport Yield Fund - Units	2,654,910.00	24,432.22
11/30/2009	11	Newstart Canada - Notes	543,000.00	11.00
12/14/2009	1	Next Gen Metals Inc. - Common Shares	155,000.00	500,000.00
12/01/2009	2	North American Capital Inc. - Preferred Shares	35,000.00	N/A
12/23/2009	21	Northern Precious Metals 2009 Limited Partnership - Units	500,000.00	500.00
12/16/2009	1	Oaktree Opportunities Fund VIII, L.P. - Capital Commitment	10,580,000.00	1.00
12/16/2009 to 12/22/2009	8	Odyssey Resources Limited - Flow-Through Shares	950,000.00	4,750,000.00
11/20/2009	8	OPTI Canada Inc. - Notes	16,450,715.00	N/A
03/27/2009	25	PAKIT Inc. - Common Shares	758,369.00	1,516,738.00

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
04/20/2009	7	PAKIT Inc. - Common Shares	198,333.00	396,666.00
08/21/2009	2	PAKIT Inc. - Common Shares	12,500.00	12,500.00
09/18/2009 to 09/25/2009	12	PAKIT Inc. - Common Shares	256,000.00	256,000.00
10/02/2009	1	PAKIT Inc. - Common Shares	60,000.00	60,000.00
10/15/2009 to 10/22/2009	6	PAKIT Inc. - Common Shares	269,000.00	269,000.00
10/28/2009 to 11/06/2009	14	PAKIT Inc. - Common Shares	515,677.00	515,677.00
11/10/2009 to 11/20/2009	5	PAKIT Inc. - Common Shares	119,325.00	119,325.00
12/01/2009 to 12/10/2009	3	PAKIT Inc. - Common Shares	71,500.00	71,500.00
12/28/2009	27	Panurban 112 W L.P. I - Limited Partnership Units	1,311,340.00	131,134.00
11/13/2009	78	PetroGlobe Inc. - Common Shares	2,607,620.00	18,625,853.00
11/12/2009	1	Powershares QQQ Nasdaq 100 - Common Shares	231,535.85	5,000.00
12/18/2009	292	Priviti Energy Limited Partnership 2009 - Limited Partnership Units	29,945,000.00	5,989.00
11/04/2009 to 11/05/2009	2	Proshares Ultrashort Lehman 20+ Year - Common Shares	1,580,127.80	31,000.00
12/09/2009	6	Red Mile Resources Fund No. 7 - Units	2,519,310.00	2,126.00
12/16/2009	9	Redlen Technologies Inc. - Preferred Shares	5,180,505.71	15,940,017.00
12/15/2009	1	ROI Private Capital Trust Series R - Units	900,000.00	8,339.74
12/16/2009	20	Sabina Gold & Silver Corp. - Flow-Through Shares	7,302,500.00	N/A
12/17/2009	11	Sabina Gold & Silver Corp. - Non-Flow Through Units	807,165.01	635,563.00
12/21/2009	54	Salazar Resources Limited - Units	1,945,000.00	2,431,250.00
12/30/2009	22	SGX Resources Inc. - Units	313,594.00	114,034.00
12/30/2009	7	Skyharbour Resources Ltd. - Flow-Through Shares	115,500.00	2,310,000.00
12/15/2009 to 12/24/2009	120	Skyline Apartment Real Estate Investment Trust - Units	10,957,567.24	996,142.48
11/03/2009 to 11/27/2009	1	SPDR Gold Trust - Common Shares	129,544.86	1,100.00
11/03/2009 to 11/27/2009	2	SPDR S&P HomebuildersETF - Common Shares	1,348,036.10	89,800.00
11/03/2009 to 11/30/2009	4	SPDR S&P Retail ETF - Common Shares	6,263,129.20	166,900.00
11/02/2009 to 11/30/2009	8	S&P Depository Receipts TR Unit - Common Shares	145,600,541.82	1,265,623.00

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
11/25/2009 to 11/30/2009	2	S&P Latin - Common Shares	3,144,076.10	62,000.00
12/17/2009 to 12/21/2009	9	Tamerlane Ventures Inc. - Units	1,264,999.86	N/A
03/12/2009 to 07/22/2009	1	TD Global Sustainability Fund - Units	1,145.39	98.64
01/01/2009 to 07/22/2009	1	TD Income Advantage Portfolio - Units	1,510,710.11	148,558.74
12/17/2009	21	Ten Peaks Capital Trust - Units	880,000.00	88,000.00
12/21/2009	1	TenXe Wireless Inc. - Debentures	397,275.00	N/A
12/21/2009	2	TenXe Wireless (Delaware) Inc. - Debentures	397,275.00	N/A
12/11/2009	1	Time Warner Cable Inc. - Notes	2,103,303.01	N/A
12/11/2009	1	Time Warner Cable Inc. - Notes	2,072,966.40	N/A
12/21/2009	1	Titan International Inc. - Notes	137,722.00	N/A
12/22/2009	2	Transcend Services, Inc. - Common Shares	1,065,600.00	60,000.00
12/10/2009	119	Trevali Resources Corp. - Units	7,701,400.00	11,002,000.00
12/18/2009	1	UBS AG, London Branch - Notes	302,839.95	250.00
12/17/2009	6	UEX Corporation - Common Shares	5,057,972.00	975,000.00
11/04/2009	1	Ultrashort Lehman 7-10 Year - Common Shares	1,302,998.89	23,300.00
11/18/2009	1	Ultrashort Russell 2000 Proshare - Common Shares	8,963.37	300.00
11/17/2009	1	United Rentals, Inc. - Notes	309,286.40	292.00
11/20/2009 to 11/30/2009	2	United States Oil Fund LP - Common Shares	284,771.66	7,000.00
12/18/2009	11	Valucap Investments Inc. - Units	580,000.00	5,800,000.00
12/08/2009	3	Vertex Pharmaceuticals Inc. - Common Shares	816,508.00	20,000.00
12/23/2009	24	VX Limited Partnership - Limited Partnership Units	6,799,800.00	11,333.00
12/18/2009	3	Wallbridge Mining Company Limited - Units	66,700.00	290,000.00
12/18/2009	32	Walton AZ Monte Verde Investment Corporation - Common Shares	516,970.00	51,697.00
12/18/2009	20	Walton AZ Verona Investment Corporation - Common Shares	338,040.00	33,804.00
12/23/2009	23	Walton AZ Verona Investment Corporation - Common Shares	587,710.00	58,771.00
12/18/2009	36	Walton TX Austin Land Investment Corporation - Common Shares	891,970.00	89,197.00
12/23/2009	36	Walton TX Austin Land Investment Corporation - Common Shares	798,980.00	79,898.00

Notice of Exempt Financings

Transaction Date	# of Purchasers	Issuer/Security	Total Pur. Price (\$)	# of Securities Distributed
12/23/2009	7	Walton TX Austin Land Limited Partnership - Limited Partnership Units	984,000.46	92,953.00
12/18/2009	6	Walton TX Austin Land Limited Partnership - Units	1,044,437.70	97,611.00
12/18/2009	14	Wells Fargo & Company - Common Shares	116,248,716.50	4,353,884.51
12/18/2009	40	Wells Fargo & Company - Common Shares	115,776,214.97	4,337,000.00
12/22/2009	29	Western Energy Services Corp. - Common Shares	7,000,000.00	37,000,000.00
12/18/2009 to 12/22/2009	6	Wimberly Apartments Limited Partnership - Units	194,021.82	257,577.00
12/08/2009	1	Wimberly Apartments Limited Partnership - Units	70,000.00	93,458.00
12/17/2009	1	York Medtech Commercialization Fund Limited - Units	50,000.00	100,000.00

Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:

AlphaNorth 2010 Flow-Through Limited Partnership
Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated January 12, 2010
NP 11-202 Receipt dated January 12, 2010

Offering Price and Description:

\$5,000,000 to \$25,000,000 - 500,000 to 2,500,000 Units -
Price: \$10.00 per Unit - Minimum Subscription: 250 Units
(\$2,500)

Underwriter(s) or Distributor(s):

Canaccord Financial Ltd.
RBC Dominion Securities Inc.
GMP Securities L.P.
Scotia Capital Inc.
Dundee Securities Corporation
Raymond James Ltd.
Macquarie Capital Markets Canada Ltd.
Research Capital Corporation
Wellington West Capital Markets Inc.
Queensbury Securities Inc.

Promoter(s):

AlphaNorth Asset Management
PowerOne Asset Management Limited
Project #1523156

Issuer Name:

Artis Real Estate Investment Trust
Principal Regulator - Manitoba

Type and Date:

Preliminary Short Form Prospectus dated January 12, 2010
NP 11-202 Receipt dated January 12, 2010

Offering Price and Description:

\$50,600,000 - 4,600,000 Units - Price: \$11.00 per Unit

Underwriter(s) or Distributor(s):

Canaccord Financial Ltd.
CIBC World Markets Inc.
National Bank Financial Inc.
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
RBC Dominion Securities Inc.
Macquarie Capital Markets Canada Ltd.
Brookfield Financial Corp.

Promoter(s):

-
Project #1523150

Issuer Name:

Bank of Nova Scotia, The

Type and Date:

Preliminary Base Shelf Prospectus dated January 6, 2010
Received on January 6, 2010

Offering Price and Description:

US\$12,000,000,000.00
Senior Debt Securities
Subordinated Debt Securities (subordinated indebtedness)

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1521850

Issuer Name:

Bellatrix Exploration Ltd.
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated January 12, 2010
NP 11-202 Receipt dated January 12, 2010

Offering Price and Description:

\$40,012,500 - 12,125,000 Common Shares - Price: \$3.30
per Common Share

Underwriter(s) or Distributor(s):

National Bank Financial Inc.
Wellington West Capital Markets Inc.
Genuity Capital Markets
Byron Securities Limited
Macquarie Capital Markets Canada Ltd.

Promoter(s):

-

Project #1523269

Issuer Name:

Canada Dominion Resources 2010 Limited Partnership
Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated January 12, 2010
NP 11-202 Receipt dated January 12, 2010

Offering Price and Description:

\$100,000,000 (maximum) -4,000,000 Limited Partnership
Units - Price per Unit: \$25.00 Minimum Subscription:
\$5,000 (200 Units)

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.
CIBC World Markets Inc.
Dundee Securities Corporation
National Bank Financial Inc.
BMO Nesbitt Burns Inc.
Scotia Capital Inc.
TD Securities Inc.
Canaccord Financial Ltd.
HSBC Securities (Canada) Inc.
Macquarie Capital Markets Canada Ltd.
Manulife Securities Incorporated
Raymond James Ltd.
Desjardins Securities Inc.
Wellington West Capital Markets Inc.

Promoter(s):

CMP/CDR GP Inc.
Goodman & Company, Investment Counsel Ltd.

Project #1523121

Issuer Name:

First Asset Energy & Resource Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated January 8, 2010
NP 11-202 Receipt dated January 8, 2010

Offering Price and Description:

Warrants to Subscribe for up to * Series A Units at a
Subscription Price of \$ *

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1522362

Issuer Name:

First Asset Yield Opportunity Trust
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated January 8, 2010
NP 11-202 Receipt dated January 8, 2010

Offering Price and Description:

Warrants to Subscribe for up to * Series A Units at a
Subscription Price of \$ *

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1522361

Issuer Name:

Fortis Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated January 12, 2010
NP 11-202 Receipt dated January 12, 2010

Offering Price and Description:

\$250,000,000 - 10,000,000 CUMULATIVE REDEEMABLE
FIVE-YEAR FIXED - RATE RESET FIRST PREFERENCE
SHARES, SERIES H - Price: \$25.00 per share to yield
initially 4.25% per annum

Underwriter(s) or Distributor(s):

TD Securities Inc.
Scotia Capital Inc.
RBC Dominion Securities Inc.
CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
HSBC Securities (Canada) Inc.
Beacon Securities Limited
Canaccord Financial Ltd.

Promoter(s):

-

Project #1523195

Issuer Name:

Great Western Minerals Group Ltd.
Principal Regulator - Saskatchewan

Type and Date:

Amended and Restated Preliminary Short Form Prospectus
dated January 11, 2010
NP 11-202 Receipt dated January 12, 2010

Offering Price and Description:

Up to \$7,000,000 (25,000,000 Units) - Price: \$0.28 per Unit
Distribution of up to 1,750,000 Common Shares issuable
upon the exercise of up to 1,750,000 Unit Broker Warrants
-and- Distribution of 9,861,371 Common Shares and
4,482,443 SW Warrants issuable upon the exercise of
outstanding

Special Warrants and 4,482,443 Common Shares issuable
upon the exercise of the SW Warrants

Distribution of 591,592 Common Shares issuable upon the
exercise of 591,592 outstanding SW Broker Warrants

Underwriter(s) or Distributor(s):

Pope & Company Limited

Promoter(s):

-

Project #1516131

Issuer Name:

Guyana Goldfields Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated January 11, 2010
NP 11-202 Receipt dated January 11, 2010

Offering Price and Description:

\$ * - 10,000,000 Common Shares - Price: \$ * per Common Share

Underwriter(s) or Distributor(s):

Scotia Capital Inc.
BMO Nesbitt Burns Inc.
Cormark Securities Inc.
TD Securities Inc.
Thomas Weisel Partners Canada Inc.
Paradigm Capital Inc.

Promoter(s):

-

Project #1522756

Issuer Name:

ISE Limited
Principal Regulator - Ontario

Type and Date:

Amended and Restated Preliminary Long Form Prospectus dated January 11, 2010 to
NP 11-202 Receipt dated January 11, 2010

Offering Price and Description:

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

Underwriter(s) or Distributor(s):

Raymond James Ltd.
RBC Dominion Securities Inc.
Cormark Securities Inc.
Jacob Securities Inc.

Promoter(s):

-

Project #1517499

Issuer Name:

JJR VI Acquisition Corp.
Principal Regulator - Ontario

Type and Date:

Preliminary CPC Prospectus dated January 11, 2010
NP 11-202 Receipt dated January 12, 2010

Offering Price and Description:

\$250,000 - 2,500,000 Common Shares - Price: \$0.10 per Common Share

Underwriter(s) or Distributor(s):

Blackmont Capital Inc.

Promoter(s):

Ronald D. Schmeichel

Project #1522940

Issuer Name:

Orezone Gold Corporation
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated January 11, 2010
NP 11-202 Receipt dated January 12, 2010

Offering Price and Description:

\$10,005,000 - 13,340,000 Common Shares - Price: \$0.75 per Common Share

Underwriter(s) or Distributor(s):

Canaccord Financial Ltd.
CIBC World Markets Inc.
Desjardins Securities Inc.
Raymond James Ltd.

Promoter(s):

-

Project #1523021

Issuer Name:

SouthGobi Energy Resources Ltd.
Principal Regulator - British Columbia

Type and Date:

Preliminary Short Form Prospectus dated January 11, 2010
NP 11-202 Receipt dated January 11, 2010

Offering Price and Description:

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

Underwriter(s) or Distributor(s):

Citigroup Global Markets Canada Inc.
Macquarie Capital Markets Canada Ltd.
Genuity Capital Markets
Salman Partners Inc.

Promoter(s):

-

Project #1522670

Issuer Name:

Bank of Montreal
Principal Regulator - Ontario

Type and Date:

Final Shelf Prospectus (NI 44-102) dated January 11, 2010
NP 11-202 Receipt dated January 11, 2010

Offering Price and Description:

\$8,000,000,000
Debt Securities (subordinated indebtedness)
Common Shares

Class A Preferred Shares
Class B Preferred Shares

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1516783

Issuer Name:

Bank of Nova Scotia, The

Type and Date:

Final Shelf Prospectus dated January 11, 2010

Received on January 12, 2010

Offering Price and Description:

US\$12,000,000,000.00

Senior Debt Securities

Subordinated Debt Securities (subordinated indebtedness)

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1521850

Issuer Name:

Canadian Life Companies Split Corp.

Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated January 4, 2010

NP 11-202 Receipt dated January 6, 2010

Offering Price and Description:

Warrants to Subscribe for up to 8,872,379 Units (each Unit consisting of consisting of one Class A Share and one Preferred Share) at a Subscription Price of \$15.65

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1516781

Issuer Name:

Offering Series A, Series F, Series I, Series O, Arbour Series, PI Financial Series and Reserve

Series Units of:

CC&L Money Market Fund

CC&L Balanced Income Portfolio (also, Series R7 Units)

CC&L Balanced Portfolio (also, Series R7 Units)

CC&L Balanced Growth Portfolio (also, Series R7 Units)

CC&L Growth Portfolio (also, Series R7 Units)

Type and Date:

Final Simplified Prospectuses dated January 8, 2010

NP 11-202 Receipt dated January 12, 2010

Offering Price and Description:

Mutual fund trust units at net asset value

Underwriter(s) or Distributor(s):

-

Promoter(s):

Connor Clark & Lunn Managed Portfolios Inc.

Project #1513583

Issuer Name:

Covington Fund II Inc.

(Class A Shares)

Covington Strategic Capital Fund Inc.

(Class A Shares, Series I and Class A Shares, Series II)

Type and Date:

Final Long Form Prospectus dated December 28, 2009

Received on January 8, 2010

Offering Price and Description:

CLASS A SHARES, SERIES I AND CLASS A SHARES, SERIES II

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #1502147

Issuer Name:

Fleet Leasing Receivables Trust

Principal Regulator - Ontario

Type and Date:

Final Base Shelf Prospectus dated January 7, 2010

NP 11-202 Receipt dated January 8, 2010

Offering Price and Description:

Up to \$1,000,000,000 of Asset-Backed Notes

Underwriter(s) or Distributor(s):

-

Promoter(s):

PHH Vehicle Management Services Inc.

Project #1500884

Issuer Name:

MD Balanced Growth Portfolio

MD Conservative Portfolio

MD Maximum Growth Portfolio

MD Moderate Balanced Portfolio

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated January 8, 2010

NP 11-202 Receipt dated January 11, 2010

Offering Price and Description:

Class A Units

Underwriter(s) or Distributor(s):

MD Management Limited.

MD Management Limited

Promoter(s):

MD Physician Services Inc.

Project #1491790

Issuer Name:

RBC Private U.S. Large Cap Equity Currency Neutral Pool
RBC Private U.S. Value Equity Currency Neutral Pool
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated January 8, 2010
NP 11-202 Receipt dated January 11, 2010

Offering Price and Description:

Series O Units @ Net Asset Value

Underwriter(s) or Distributor(s):

RBC Asset Management Inc.
RBC Asset Management Inc.

Promoter(s):

RBC Asset Management Inc.

Project #1508532

Issuer Name:

RBC Target 2010 Education Fund
Principal Regulator - Ontario

Type and Date:

Amendment #2 dated December 10, 2009 to the Simplified
Prospectus and Annual Information Form dated July 2,
2009

NP 11-202 Receipt dated January 8, 2010

Offering Price and Description:

Series A Units

Underwriter(s) or Distributor(s):

Royal Mutual Funds Inc.
RBC Direct Investing Inc.
Royal Mutual Funds Inc.
RBC Asset Management Inc.
RBC Dominion Securities Inc.
Royal Mutual Funds Inc./RBD Direct Investing Inc.
Royal Mutual Funds Inc./RBC Direct Investing Inc.

Promoter(s):

RBC Asset Management Inc.

Project #1426251

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Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Voluntary Surrender of Registration	Harbor Group Canada Inc.	Exempt Market Dealer	January 7, 2010
Name Change	From: Invesco Institutional (N.A), Inc. To: Invesco Advisers, Inc.	International Adviser (Portfolio Manager)	January 7, 2010
Voluntary Surrender of Registration	Covenant Financial Inc.	Exempt Market Dealer and Mutual Fund Dealer	January 7, 2010
Voluntary Surrender of Registration	Connor, Clark & Lunn Investment Management Partnership	Portfolio Manager	January 13, 2010.
Name Change	From: Twenty-First Century Funds Inc. To: Twenty-First Century Investments Inc.	Exempt Market Dealer and Mutual Fund Dealer	January 1, 2010
Voluntary Surrender of Registration	Benson Van Laer & Co. Inc.	Exempt Market Dealer	January 11, 2010
New Registration	New Generation Advisors Limited	Exempt Market Dealer, Portfolio Manager, Investment Fund Manager	January 13, 2010
Voluntary Surrender of Registration	Windsor Wealth Management Ltd.	Exempt Market Dealer	January 7, 2010
Name Change	From: Voyageur Asset Management Inc. To: RBC Global Asset Management (U.S.) Inc.	Portfolio Manager	December 31, 2009

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Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 MFDA Issues Notice of Hearing Regarding Kent Westgard

NEWS RELEASE For immediate release

MFDA ISSUES NOTICE OF HEARING REGARDING KENT WESTGARD

January 6, 2010 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada (“MFDA”) today announced that it has commenced disciplinary proceedings against Kent Owen Westgard (the “Respondent”).

MFDA staff alleges in its Notice of Hearing that the Respondent engaged in the following conduct contrary to the By-laws, Rules or Policies of the MFDA:

Allegation #1: Between July 2003 and May 2006, the Respondent engaged in securities related business that was not carried on for the account of the Member and through the facilities of the Member by selling, referring or facilitating the sale of investments to clients that had not been approved by the Member, contrary to MFDA Rules 1.1.1(a) and 2.1.1.

Allegation #2: Between July 2003 and May 2006, the Respondent had and continued in another gainful occupation that was not disclosed to and approved by the Member by selling, referring or facilitating the sale of investments to clients, contrary to MFDA Rules 1.2.1(d) and 2.1.1.

Allegation #3: Commencing January 9, 2009, the Respondent has failed or refused to provide documents and information requested by the MFDA for the purpose of investigating the Respondent’s conduct, contrary to s. 22.1 of MFDA By-law No. 1.

The first appearance in this matter will take place by teleconference before a Hearing Panel of the MFDA’s Prairie Regional Council in the hearing room located at the offices of the MFDA at 800 – 6th Avenue SW, Suite 850, Calgary, Alberta on January 12, 2010 at 8:45 a.m. (Mountain), or as soon thereafter as the appearance can be held.

The purpose of the first appearance is to schedule the date for the commencement of the hearing of this matter on its merits and to address any other procedural matters. The first appearance will be open to the public, except as may be required for the protection of confidential matters.

Members of the public attending the first appearance will be able to listen to the proceeding by teleconference.

A copy of the Notice of Hearing is available on the MFDA website at www.mfda.ca.

The MFDA is the self-regulatory organization for Canadian mutual fund dealers, regulating the operations, standards of practice and business conduct of its 141 Members and their approximately 75,000 Approved Persons with a mandate to protect investors and the public interest.

For further information, please contact:
Shaun Devlin
Vice-President, Enforcement
416-943-4672 or sdevlin@mfda.ca

13.1.2 MFDA Confirms Next Appearance in the Matter of ASL Direct Inc. and Adrian S. Leemhuis

NEWS RELEASE
For immediate release

**MFDA CONFIRMS NEXT APPEARANCE
IN THE MATTER OF ASL DIRECT INC. AND
ADRIAN S. LEEMHUIS**

January 11, 2010 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada (“MFDA”) commenced a disciplinary proceeding in respect of ASL Direct Inc. and Adrian Samuel Leemhuis by Notice of Hearing dated October 17, 2008.

An appearance in this matter will take place before the Hearing Panel by teleconference on January 18, 2010 at 3:00 p.m. (Eastern), or as soon thereafter as required, in the Hearing Room located at the offices of the MFDA at 121 King Street West, Suite 1000, Toronto, Ontario and will be open to the public, except as may be required for the protection of confidential matters.

A copy of the Hearing Panel’s Order of December 18, 2009 is available on the MFDA website at www.mfda.ca.

The MFDA is the self-regulatory organization for Canadian mutual fund dealers, regulating the operations, standards of practice and business conduct of its 141 Members and their approximately 75,000 Approved Persons with a mandate to protect investors and the public interest.

For further information, please contact:
Marco Wynnyckyj
Hearings Coordinator
416-945-5146 or mwynnyckyj@mfda.ca

13.1.3 MFDA Sets Date for Kent Westgard Hearing in Calgary, Alberta

NEWS RELEASE
For immediate release

**MFDA SETS DATE FOR KENT WESTGARD
HEARING IN CALGARY, ALBERTA**

January 12, 2010 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada (“MFDA”) commenced a disciplinary proceeding against Kent Owen Westgard by Notice of Hearing dated December 21, 2009.

As specified in the Notice of Hearing, the first appearance in this matter took place today before a three-member Hearing Panel of the MFDA’s Prairie Regional Council.

The hearing of this matter on its merits has been scheduled to take place on April 29-30, 2010 commencing at 10:00 a.m. (Mountain), or as soon thereafter as the hearing can be held, at a location to be announced in Calgary, Alberta. The hearing will be open to the public, except as may be required for the protection of confidential matters.

A copy of the Notice of Hearing is available on the MFDA website at www.mfda.ca.

The MFDA is the self-regulatory organization for Canadian mutual fund dealers, regulating the operations, standards of practice and business conduct of its 141 Members and their approximately 75,000 Approved Persons with a mandate to protect investors and the public interest.

For further information, please contact:
Marco Wynnyckyj
Hearing Coordinator
416-945-5146 or mwynnyckyj@mfda.ca

13.1.4 MFDA Hearing Panel Reschedules Michael Johns Hearing

NEWS RELEASE
For immediate release

**MFDA HEARING PANEL RESCHEDULES
MICHAEL JOHNS HEARING**

January 12, 2010 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada (“MFDA”) commenced a disciplinary proceeding in respect of Michael Brandon Johns by Notice of Hearing dated March 24, 2009.

The hearing of this matter on its merits, previously scheduled to take place on April 26-28, 2010, has been rescheduled to June 2-4, 2010 at 10:00 a.m. (Eastern), or as soon thereafter as the hearing can be held, in the hearing room located at the offices of the MFDA at 121 King Street West, Suite 1000, Toronto, Ontario. The hearing will be open to the public, except as may be required for the protection of confidential matters.

A copy of the Notice of Hearing is available on the MFDA website at www.mfda.ca.

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For further information, please contact:
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13.1.5 MFDA Reschedules Hearing in the Matter of David Irwin

NEWS RELEASE
For immediate release

**MFDA RESCHEDULES HEARING
IN THE MATTER OF DAVID IRWIN**

January 12, 2010 (Toronto, Ontario) – The Mutual Fund Dealers Association of Canada (“MFDA”) commenced a disciplinary proceeding in respect of David William John Irwin by Notice of Hearing dated May 20, 2009.

The hearing of this matter on its merits, previously scheduled to take place on February 1-3, 2010, has been rescheduled to April 12-14, 2010 at 10:00 a.m. (Eastern), or as soon thereafter as the hearing can be held, in the hearing room located at the offices of the MFDA at 121 King Street West, Suite 1000, Toronto, Ontario. The hearing will be open to the public, except as may be required for the protection of confidential matters.

A copy of the Notice of Hearing is available on the MFDA website at www.mfda.ca.

The MFDA is the self-regulatory organization for Canadian mutual fund dealers, regulating the operations, standards of practice and business conduct of its 141 Members and their approximately 75,000 Approved Persons with a mandate to protect investors and the public interest.

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