

The Ontario Securities Commission

OSC Bulletin

October 31, 2013

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

The Ontario Securities Commission

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Chapter 1

Notices / News Releases

1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

October 31, 2013

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

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

Ontario Securities Commission
Cadillac Fairview Tower
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Toronto, Ontario
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SCHEDULED OSC HEARINGS

November 4,
November 6-12,
November 14-
18, November
20, November
22 – December
2, December 4-
5, December 9-
16 and
December 18-
20, 2013

**Eda Marie Agueci, Dennis Wing,
Santo Iacono, Josephine Raponi,
Kimberley Stephany, Henry
Fiorillo, Giuseppe (Joseph)
Fiorini, John Serpa, Ian Telfer,
Jacob Gornitzki and Pollen
Services Limited**

s. 127

C. Price in attendance for Staff

10:00 a.m. Panel: EPK/DL/AMR

November 4
and November
6-18, 2013

**Systematech Solutions Inc.,
April Vuong and Hao Quach**

s. 127

D. Ferris in attendance for Staff

10:00 a.m. Panel: JDC

November 5,
2013

**Ground Wealth Inc., Michelle
Dunk, Adrion Smith, Joel
Webster, Douglas DeBoer,
Armadillo Energy Inc., Armadillo
Energy, Inc., and Armadillo
Energy LLC**

3:00 p.m.

s. 127

J. Feasby in attendance for Staff

Panel: MGC

November 12, 2013
 10:00 a.m.
Irwin Boock, Stanton Defreitas, Jason Wong, Saudia Allie, Alena Dubinsky, Alex Khodjaiants 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
 D. Campbell in attendance for Staff
 Panel: VK

November 13, 2013
 10:00 a.m.
Weizhen Tang

s. 127
 C. Rossi in attendance for Staff
 Panel: TBA

November 21, 2013
 10:00 a.m.
Oversea Chinese Fund Limited Partnership, Weizhen Tang and Associates Inc., Weizhen Tang Corp., and Weizhen Tang

s. 127 and 127.1
 H. Craig in attendance for Staff
 Panel: JEAT

November 26, 2013
 2:00 p.m.
Children's Education Funds Inc.

s. 127
 D. Ferris in attendance for Staff
 Panel: JEAT

November 28-29, 2013
 10:00 a.m.
MRS Sciences Inc. (formerly Morningside Capital Corp.), Americo DeRosa, Ronald Sherman, Edward Emmons and Ivan Cavric

s. 127 and 127(1)
 D. Ferris in attendance for Staff
 Panel: MGC/CP

December 5, 2013
 10:00 a.m.
Quadrex Asset Management Inc., Quadrex Secured Assets Inc., Offshore Oil Vessel Supply Services LP, Quibik Income Fund and Quibik Opportunities Fund

s. 127
 D. Ferris in attendance for Staff
 Panel: JEAT

December 10, 2013
 10:00 a.m.
Andrea Lee McCarthy, BFM Industries Inc. and Liquid Gold International Corp. (aka Liquid Gold International Inc.)

s. 127
 J. Feasby/C. Watson in attendance for Staff
 Panel: JDC

December 12, 2013
 10:00 a.m.
Pro-Financial Asset Management Inc.

s. 127
 D. Ferris in attendance for Staff
 Panel: JEAT

December 16, 2013
 10:00 a.m.
Heritage Education Funds Inc.

s. 127
 D. Ferris in attendance for Staff
 Panel: JEAT

December 17, 2013 3:30 p.m.	Global Energy Group, Ltd., New Gold Limited Partnerships, Christina Harper, Howard Rash, Michael Schaumer, Elliot Feder, Vadim Tsatskin, Oded Pasternak, Alan Silverstein, Herbert Groberman, Allan Walker, Peter Robinson, Vyacheslav Brikman, Nikola Bajovski, Bruce Cohen and Andrew Shiff	February 10 and February 12-18, 2014 10:00 a.m.	Portfolio Capital Inc., David Rogerson and Amy Hanna-Rogerson s. 127 J. Lynch in attendance for Staff Panel: TBA
	s. 127 C. Watson in attendance for Staff Panel: EPK	March 17-24 and March 26, 2014 10:00 a.m.	Newer Technologies Limited, Ryan Pickering and Rodger Frey s. 127 and 127.1 B. Shulman in attendance for staff Panel: TBA
January 13, January 15-27, January 29 – February 10, February 12-14 and February 18-21, 2014 10:00 a.m.	International Strategic Investments, International Strategic Investments Inc., Somini Holdings Inc., Nazim Gillani and Ryan J. Driscoll.	March 27, 2014 10:00 a.m.	AMTE Services Inc., Osler Energy Corporation, Ranjit Grewal, Phillip Colbert and Edward Ozga s. 127 C. Rossi in attendance for Staff Panel: JEAT
	s. 127 C. Watson in attendance for Staff Panel: TBA	March 31 – April 7, April 9-17, April 21 and April 23-30, 2014 10:00 a.m.	Issam El-Bouji, Global RESP Corporation, Global Growth Assets Inc., Global Educational Trust Foundation and Margaret Singh s. 127 and 127.1 M. Vaillancourt in attendance for Staff Panel: TBA
January 27, 2014 10:00 a.m.	Welcome Place Inc., Daniel Maxsood also known as Muhammad M. Khan, Tao Zhang, and Talat Ashraf	March 31 – April 7 and April 9-11, 2014 10:00 a.m.	Ronald James Oviden, New Solutions Capital Inc., New Solutions Financial Corporation and New Solutions Financial (li) Corporation s. 127 Y. Chisholm in attendance for Staff Panel: TBA
	s. 127 G. Smyth in attendance for Staff Panel: TBA		
February 3, 2014 10:00 a.m.	Tricoastal Capital Partners LLC, Tricoastal Capital Management Ltd. and Keith Macdonald Summers		
	s. 127 C Johnson/G. Smyth in attendance for Staff Panel: TBA		

<p>June 2, 4-6, 10-16, 18-20, 24-30, July 3-4, 8-14, 16-18, 22-25, August 11, 13-15, 19-25, 27-29, September 2-8, 10-15, October 15-17, 28-31, November 3, 5-7, 11, 19-21, 25-28, December 1, 3-5, 9-15, 17-19, 2014, January 7-12, 14-16, 20-26, 28-30, February 3-9, 11-13 and February 17-20, 2015</p> <p>10:00 a.m.</p>	<p>Sino-Forest Corporation, Allen Chan, Albert Ip, Alfred C.T. Hung, George Ho, Simon Yeung and David Horsley</p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p>	<p>May 1, 2015</p> <p>10:00 a.m.</p> <p>In writing</p>	<p>Ernst & Young LLP (Audits of Zungui Haixi Corporation)</p> <p>s. 127 and 127.1</p> <p>J. Friedman in attendance for Staff</p> <p>Panel: TBA</p>
<p>September 15-22, September 24, September 29 – October 6, October 8-10, October 14-20, October 22 – November 3 and November 5-7, 2014</p> <p>10:00 a.m.</p>	<p>Paul Azeff, Korin Bobrow, Mitchell Finkelstein, Howard Jeffrey Miller and Man Kin Cheng (a.k.a. Francis Cheng)</p> <p>s. 127</p> <p>T. Center/D. Campbell in attendance for Staff</p> <p>Panel: TBA</p>	<p>In writing</p>	<p>Morgan Dragon Development Corp., John Cheong (aka Kim Meng Cheong), Herman Tse, Devon Ricketts and Mark Griffiths</p> <p>s. 127</p> <p>J. Feasby in attendance for Staff</p> <p>Panel: EPK</p>
<p>September 15-22, September 24, September 29 – October 6, October 8-10, October 14-20, October 22 – November 3 and November 5-7, 2014</p> <p>10:00 a.m.</p>	<p>Paul Azeff, Korin Bobrow, Mitchell Finkelstein, Howard Jeffrey Miller and Man Kin Cheng (a.k.a. Francis Cheng)</p> <p>s. 127</p> <p>T. Center/D. Campbell in attendance for Staff</p> <p>Panel: TBA</p>	<p>In writing</p>	<p>Blackwood & Rose Inc., Steven Zetchus and Justin Kreller (also known as Justin Kay)</p> <p>s. 37, 127 and 127.1</p> <p>C. Rossi in attendance for Staff</p> <p>Panel: JEAT</p>
<p>November 11-17, 19-21, November 25 – December 1, December 3-5, 9-15, 17-19, 2014, January 14-16, 20-26, 28-30, February 3-9, 11-13, 17-23, 25-27 and March 3-6, 2015</p> <p>10:00 a.m.</p>	<p>Ernst & Young LLP</p> <p>s. 127 and 127.1</p> <p>V. Chisholm/H. Craig in attendance for Staff</p> <p>Panel: TBA</p>	<p>In writing</p>	<p>Bunting & Waddington Inc., Arvind Sanmugam and Julie Winget</p> <p>s. 127 and 127.1</p> <p>M. Britton/A. Pelletier in attendance for Staff</p> <p>Panel: EPK</p>
<p>November 11-17, 19-21, November 25 – December 1, December 3-5, 9-15, 17-19, 2014, January 14-16, 20-26, 28-30, February 3-9, 11-13, 17-23, 25-27 and March 3-6, 2015</p> <p>10:00 a.m.</p>	<p>Ernst & Young LLP</p> <p>s. 127 and 127.1</p> <p>V. Chisholm/H. Craig in attendance for Staff</p> <p>Panel: TBA</p>	<p>In writing</p>	<p>Global Consulting and Financial Services, Global Capital Group, Crown Capital Management Corp., Michael Chomica, Jan Chomica and Lorne Banks</p> <p>s. 127</p> <p>C. Rossi in attendance for Staff</p> <p>Panel: AJL</p>

TBA	<p>Yama Abdullah Yaqeen</p> <p>s. 8(2)</p> <p>J. Superina in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>David M. O'Brien</p> <p>s. 37, 127 and 127.1</p> <p>B. Shulman in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell</p> <p>s. 127</p> <p>Panel: TBA</p>	TBA	<p>Crown Hill Capital Corporation and Wayne Lawrence Pushka</p> <p>s. 127</p> <p>A. Perschy/A. Pelletier in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>Frank Dunn, Douglas Beatty, Michael Gollogly</p> <p>s. 127</p> <p>Panel: TBA</p>	TBA	<p>Portus Alternative Asset Management Inc., Portus Asset Management Inc., Boaz Manor, Michael Mendelson, Michael Labanowich and John Ogg</p> <p>s. 127</p> <p>H Craig in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>Gold-Quest International and Sandra Gale</p> <p>s. 127</p> <p>C. Johnson in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>Fawad UI Haq Khan and Khan Trading Associates Inc. carrying on business as Money Plus</p> <p>s. 60 and 60.1 of the <i>Commodity Futures Act</i></p> <p>T. Center in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>Brilliante Brasilcan Resources Corp., York Rio Resources Inc., Brian W. Aidelman, Jason Georgiadis, Richard Taylor and Victor York</p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>Global RESP Corporation and Global Growth Assets Inc.</p> <p>s. 127</p> <p>D. Ferris in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>Uranium308 Resources Inc., Michael Friedman, George Schwartz, Peter Robinson, and Shafi Khan</p> <p>s. 127</p> <p>H. Craig/C. Rossi in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>Garth H. Drabinsky, Myron I. Gottlieb and Gordon Eckstein</p> <p>s. 127</p> <p>J. Friedman in attendance for Staff</p> <p>Panel: TBA</p>

TBA	<p>Jowdat Waheed and Bruce Walter</p> <p>s. 127</p> <p>J. Lynch in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>David Charles Phillips and John Russell Wilson</p> <p>s. 127</p> <p>Y. Chisholm/B. Shulman in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>Alexander Christ Doulis (aka Alexander Christos Doulis, aka Alexandros Christodoulidis) and Liberty Consulting Ltd.</p> <p>s. 127</p> <p>J. Feasby in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>Global Consulting and Financial Services, Crown Capital Management Corporation, Canadian Private Audit Service, Executive Asset Management, Michael Chomica, Peter Siklos (also known as Peter Kuti), Jan Chomica, and Lorne Banks</p> <p>s. 127</p> <p>C. Rossi in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>Conrad M. Black, John A Boulton and Peter Y. Atkinson</p> <p>s. 127 and 127.1</p> <p>J. Friedman in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p>Bradon Technologies Ltd., Joseph Compta, Ensign Corporate Communications Inc. and Timothy German</p> <p>s. 127 and 127.1</p> <p>C. Weiler in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p>2196768 Ontario Ltd carrying on business as Rare Investments, Ramadhar Dookhie, Adil Sunderji and Evgueni Todorov</p> <p>s. 127</p> <p>D. Campbell in attendance for Staff</p> <p>Panel: TBA</p>		
TBA	<p>Kevin Warren Zietsoff</p> <p>s. 127</p> <p>J. Feasby in attendance for Staff</p> <p>Panel: TBA</p>		<p>Global Privacy Management Trust and Robert Cranston</p> <p>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</p>
TBA	<p>North American Financial Group Inc., North American Capital Inc., Alexander Flavio Arconti, and Luigino Arconti</p> <p>s. 127</p> <p>M. Vaillancourt in attendance for Staff</p> <p>Panel: TBA</p>		

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1.3 News Releases

1.3.1 OSC INVESTOR ALERT: International Youtrade Investments MA Ltd. and You Trade Holdings Limited

FOR IMMEDIATE RELEASE
October 24, 2013

**OSC INVESTOR ALERT:
INTERNATIONAL YOUTRADE INVESTMENTS MA LTD. AND
YOU TRADE HOLDINGS LIMITED**

TORONTO – The Ontario Securities Commission (OSC) is cautioning Ontario investors about solicitations made by International Youtrade Investments MA Ltd. and You Trade Holdings Limited (YoutradeFX). YoutradeFX operates through the websites www.youtradedfx.com and www.ytfxaffiliates.com.

YoutradeFX solicits investors to open trading accounts to conduct electronic transactions on foreign exchange markets (Forex) and invest in certificates for difference (CFD), in particular on precious metals, indexes, commodities and stocks. These companies are not registered to sell derivative products in Ontario and are purported to be located in the United Kingdom and Mauritius respectively.

The mandate of the OSC is to provide protection to investors from unfair, improper or fraudulent practices and to foster fair and efficient capital markets and confidence in capital markets. Investors are urged to check the registration of any person or company offering an investment opportunity and to review the OSC's investor materials available at www.osc.gov.on.ca.

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

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1.3.2 OSC INVESTOR ALERT: SUNS Group

FOR IMMEDIATE RELEASE
October 25, 2013

OSC INVESTOR ALERT: SUNS Group

TORONTO – The Ontario Securities Commission (OSC) is warning investors about solicitations made by SUNS Group, which operates through the website www.sunsgroup.com.

SUNS Group claims to be offering investors two investments:

- “U.S. Growth Fund” with a minimum opening deposit of \$5,000 and a monthly interest range between 2.45 – 7.25 per cent; and
- “Sustainable Fund” with a minimum opening deposit of \$10,000 and a monthly interest range between 2.70 – 8.50 per cent.

SUNS Group claims to be located in Ottawa, Ontario and lists a telephone number with an Ottawa area code on its website. SUNS Group is not registered to sell securities in Ontario.

The mandate of the OSC is to provide protection to investors from unfair, improper or fraudulent practices and to foster fair and efficient capital markets and confidence in capital markets. Investors are urged to check the registration of any person or company offering an investment opportunity and to review the OSC’s investor materials available at www.osc.gov.on.ca.

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

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1.3.3 OSC Offers Additional Seminars for Small and Medium Enterprises

FOR IMMEDIATE RELEASE
October 29, 2013

**OSC OFFERS ADDITIONAL SEMINARS
FOR SMALL AND MEDIUM ENTERPRISES**

TORONTO – The Ontario Securities Commission (OSC) announced today that it is adding three sessions to the 'OSC SME Institute' to further assist small and medium enterprises (SMEs) with information about market access, capital raising and cost-effective regulatory compliance.

The OSC will offer the mineral disclosure, continuous disclosure and capital raising seminar sessions for a second time this winter. These sessions were well attended and proved to be of most interest to Ontario SMEs when they were offered previously.

In 2012-2013, 400 attendees participated in 15 'OSC SME Institute' sessions. The program continues to inform SMEs in different industries across Ontario on how to avoid common deficiencies, navigate Ontario's regulatory requirements and gives SMEs the opportunity to hear first-hand from OSC Staff on the latest issues impacting their markets.

Interested SMEs can register and find the OSC SME Institute seminar calendar and course descriptions on the Small and Medium Enterprises page of the OSC website. For questions, please contact SMEInstitute@osc.gov.on.ca. The sessions will also be available via webinar on the OSC website.

SMEs are also encouraged to join the OSC's SME Community to receive regular updates on OSC initiatives, policies and programs impacting their market.

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1.4 Notices from the Office of the Secretary

1.4.1 Fawad Ul Haq Khan and Khan Trading Associates Inc. carrying on business as Money Plus

**FOR IMMEDIATE RELEASE
October 24, 2013**

**IN THE MATTER OF
THE COMMODITY FUTURES ACT,
R.S.O. 1990, c. C.20, AS AMENDED**

AND

**IN THE MATTER OF
FAWAD UL HAQ KHAN and
KHAN TRADING ASSOCIATES INC.
carrying on business as MONEY PLUS**

TORONTO – The Commission issued its Reasons for Decision on a Motion in the above named matter.

A copy of the Reasons for Decision on a Motion dated October 23, 2013 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
JOHN P. STEVENSON
SECRETARY

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1.4.2 New Hudson Television Corporation et al.

**FOR IMMEDIATE RELEASE
October 24, 2013**

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

AND

**IN THE MATTER OF
NEW HUDSON TELEVISION CORPORATION,
NEW HUDSON TELEVISION L.L.C. &
JAMES DMITRY SALGANOV**

TORONTO – The Commission issued a Temporary Order in the above named matter which provides that:

- (i) The Order dated June 6, 2013 extending the Amended Temporary Order to December 6, 2013 at 10:00 a.m. is hereby rescinded; and,
- (ii) The hearing to consider any further extension of the Amended Temporary Order to be held on December 4, 2013 at 10:00 a.m., or such other date and time as set by the Office of the Secretary, is hereby vacated.

A copy of the Temporary Order dated October 17, 2013 is available at www.osc.gov.on.ca.

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1.4.3 New Hudson Television Corporation et al.

**FOR IMMEDIATE RELEASE
October 24, 2013**

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

AND

**IN THE MATTER OF
NEW HUDSON TELEVISION CORP.,
NEW HUDSON TELEVISION LLC, AND
JAMES DMITRY SALGANOV**

TORONTO – The Commission issued an Order in the above named matter approving the Settlement Agreement reached between Staff of the Commission and the Respondents.

Staff of the Ontario Securities Commission filed an Amended Statement of Allegations dated October 1, 2013 with the Office of the Secretary in the above noted matter.

A copy of the Order dated October 17, 2013, the Settlement Agreement dated October 16, 2013 and the Amended Statement of Allegations dated October 1, 2013 are available at www.osc.gov.on.ca.

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

AND

**IN THE MATTER OF
NEW HUDSON TELEVISION CORP.,
NEW HUDSON TELEVISION LLC, AND
JAMES DMITRY SALGANOV**

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

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

I. OVERVIEW

1. This proceeding involves unregistered trading, advising, the making of prohibited representations, an illegal distribution and fraud in respect of the securities of New Hudson Television Corp., ("NHTV Corp.") and New Hudson Television LLC, ("NHTV LLC") by the respondents between December 30, 2010 and November 30, 2011 (the "Material Time").
2. NHTV Corp., was incorporated in Ontario on April 14, 2003. On February 9, 2011, NHTV LLC filed an "Amendment to Articles of Organization" with the State of Wyoming in order to effect a "convergence" between NHTV LLC and NHTV Corp. Dmitry James Salganov, also known as "James Dmitry Salganov" (collectively "Salganov") executed the "convergence" and purportedly moved NHTV Corp., into the United States and changed the name of NHTV Corp., to NHTV LLC. The "convergence" amounted to nothing more than filing the aforementioned amendment with the State of Wyoming and a purported conversion of "Founders" shares into the surviving company.
3. Between approximately September 2003 and December 2006 NHTV Corp., raised approximately CDN\$3.5 million from the sale of NHTV Corp. shares (the "NHTV Corp. Securities") to more than 400 investors, the majority of whom lived in Ontario (the "Original Distribution"). The Original Distribution was a private placement distribution in which NHTV Corp., purported to rely on the Accredited Investor exemption at that time, pursuant to section 2.3 of Ontario Securities Commission (the "Commission") Rule 45-501.
4. During the Material Time, Salganov was the sole directing mind of NHTV Corp., and NHTV LLC.
5. During the Material Time, at least 98 of the more than 400 investors from the Original Distribution (the "Investors"), were solicited by NHTV LLC representatives to convert their NHTV Corp. Securities into an NHTV LLC "Class A Offering" in "members interests" ("NHTV LLC Class A Offering") and/or a "Senior Debt Offering" in "secured promissory notes" (the "NHTV LLC Senior Debt Offering"), (collectively the "NHTV LLC Securities"), and/or purchase NHTV LLC Securities.
6. During the Material Time after the "convergence", NHTV LLC, was seeking to raise US\$5 million dollars via a private offering of the NHTV LLC Securities, again relying on the Accredited Investor Exemption, pursuant to section 2.3 of National Instrument 45-106 ("National Instrument 45-106").
7. NHTV LLC representatives made prohibited undertakings to the Investors about the future price of NHTV LLC Class A Offering and that NHTV LLC Class A Offering would be listed on a stock exchange, contrary to section 38 of the *Securities Act*, R.S.O. 1990, c. S. 5, as amended (the "Act").
8. At least five of the Investors paid US\$235,800 for the purchase of the NHTV LLC Class A Offering (the "NHTV LLC Funds"), four of whom do not meet the definition of an Accredited Investor as defined in National Instrument 45-106. One of the five investors may have met the Minimum Amount Investment Exemption, pursuant to section 2.10 of National Instrument 45-106.
9. Salganov controlled the NHTV LLC Funds that were deposited and subsequently disbursed to several bank account(s) of NHTV LLC held at a Wells Fargo Bank in Cheyenne, Wyoming (the "NHTV LLC Accounts").
10. NHTV LLC, has never filed a prospectus or preliminary prospectus with the Commission or obtained receipts for them from the Director as required by section 53 of the Act.

11. The trading of NHTV LLC Securities as set out herein constituted a distribution of NHTV LLC Securities by Salganov, NHTV LLC, and its representatives in circumstances where there were no exemptions available to them under the Act, contrary to section 53 of the Act.
12. Salganov and NHTV LLC representatives engaged in fraudulent conduct by making false, inaccurate and misleading statements to the Investors orally and in writing, contrary to section 126.1(b) of the Act.

II. THE CORPORATE RESPONDENTS

13. NHTV Corp., was incorporated in Ontario on April 14, 2003.
14. NHTV LLC, was registered in the State of Wyoming on December 30, 2010. The principal office for NHTV LLC is a "virtual office" in Tampa, Florida.
15. NHTV Corp. and NHTV LLC are not registered with the Commission in any capacity, nor are they listed on any public exchange in Canada or the United States.
16. NHTV LLC is not a reporting issuer or registrant in Ontario.

III. THE INDIVIDUAL RESPONDENT

17. Salganov is the sole directing mind of NHTV Corp., and NHTV LLC. The Corporate Profile Report for NHTV Corp., lists Salganov as the sole director and officer of NHTV Corp. Salganov held himself out as the "Founder and Chairman of the Board" of NHTV LLC.
18. During the Material Time, Salganov was a Canadian citizen, residing in Bradenton, Florida. Salganov is currently a resident of Toronto, Ontario.
19. Salganov has not been registered with the Commission since November 1999.

Unregistered Trading and Advising in Securities Contrary to Section 25 of the Act

20. During the Material Time, NHTV LLC representatives contacted the Investors by telephone and/or email to convert their NHTV Corp. Securities into NHTV LLC Securities, and/or purchase NHTV LLC Securities.
21. The Investors were provided with an NHTV LLC private placement memorandum (the "PPM") detailing the NHTV LLC Securities, ("The Offering"). The period of The Offering was January 5, 2011 to November 30, 2011.
22. The PPM specified that NHTV LLC, would use the proceeds raised through The Offering to market its services with "the eventual goal of going public in the United States, and Canadian Markets."
23. Five of the Investors executed The Offering with NHTV LLC and paid the NHTV LLC Funds into a Wells Fargo bank account in Cheyenne, Wyoming in the name of NHTV LLC, (the "Wells Fargo Account").
24. NHTV LLC was never listed on a United States or Canadian public market.
25. Through the "convergence," Salganov and NHTV Corp. traded in NHTV Corp. Securities without proper registration, in circumstances in which no exemption was available, contrary to section 25(1)(a) of the Act and contrary to the public interest;
26. NHTV LLC and its representatives, including Salganov, traded in NHTV LLC Securities without the proper registration in circumstances in which no exemption was available, contrary to section 25(1)(a) of the Act.
27. Through the "convergence," Salganov and NHTV Corp. advised in NHTV Corp. Securities without proper registration, in circumstances in which no exemption was available, contrary to section 25(3) of the Act and contrary to the public interest;
28. NHTV LLC and its representatives, including Salganov, advised in NHTV LLC Securities without the proper registration in circumstances in which no exemption was available, contrary to section 25(3) of the Act.

Prohibited Representations Contrary to Section 38 of the Act

29. NHTV LLC's representatives, including Salganov, made misleading oral representations to the Investors about the future value of the NHTV LLC Class A Offering, contrary to section 38(2) of the Act.
30. NHTV LLC and its representatives, including Salganov, made misleading oral and written representations to the Investors that the NHTV LLC Class A Offering would be listed on a United States or Canadian public market when the Director had not provided written permission to Salganov or NHTV LLC, to make these representations, contrary to section 38(3) of the Act.

Illegal Distribution of Securities of NHTV LLC Contrary to Section 53 of the Act

31. NHTV LLC has never filed a prospectus or preliminary prospectus with the Commission or obtained receipts for them from the Director as required by section 53(1) of the Act.

Fraudulent Conduct Contrary to Section 126.1 of the Act

32. Salganov and the NHTV LLC representatives provided information to the Investors that was false, inaccurate and misleading, including, but not limited to, the following:
 - (a) by copying substantial portions of text, statistics and projected financial results from a 2006 NHTV Corp., business plan into the NHTV LLC PPM;
 - (b) that "New Hudson Broadband Corp.," an Ontario Corporation, had relocated to the United States and was an operating LLC;
 - (c) that the NHTV LLC Funds would be deposited in the "Company's UBS Financial Services brokerage account investing in UBS Short Term AAA rate insured instruments";
 - (d) by copying text from other websites onto NHTV LLC's website; and,
 - (e) by not advising Investors that approximately US\$175,000 of NHTV LLC Funds were withdrawn in cash from the NHTV LLC Accounts and not used as set out in the PPM.
33. Salganov, and NHTV LLC, on their own and through NHTV LLC representatives engaged in a course of conduct relating to the NHTV LLC Securities that they knew or reasonably ought to have known would result in a fraud on persons or companies contrary to section 126.1(b) of the Act.

IV. CONDUCT CONTRARY TO ONTARIO SECURITIES LAW AND CONTRARY TO THE PUBLIC INTEREST

34. The specific allegations advanced by Staff relating to the trading in NHTV Corp. Securities and NHTV LLC Securities during the Material Time are as follows:
 - (a) Through the "convergence," Salganov and NHTV Corp. traded in NHTV Corp. Securities without proper registration, in circumstances in which no exemption was available, contrary to section 25(1)(a) of the Act and contrary to the public interest;
 - (b) Salganov, NHTV LLC, and its representatives traded in NHTV LLC Securities without proper registration, in circumstances in which no exemption was available, contrary to section 25(1)(a) of the Act and contrary to the public interest;
 - (c) Through the "convergence," Salganov and NHTV Corp. advised in NHTV Corp. Securities without proper registration, in circumstances in which no exemption was available, contrary to section 25(3) of the Act and contrary to the public interest;
 - (d) Salganov, NHTV LLC, and its representatives advised in NHTV LLC Securities without proper registration, in circumstances in which no exemption was available, contrary to section 25(3) of the Act and contrary to the public interest;
 - (e) Salganov, and NHTV LLC representatives made misleading oral undertakings to the Investors about the future value or price of the NHTV LLC Securities, contrary to section 38(2) of the Act and contrary to the public interest;

- (f) Salganov, NHTV LLC, and its representatives made misleading oral and written representations to the Investors that NHTV LLC would be listed on a United States or Canadian public market, when the Director had not provided written permission to Salganov, or NHTV LLC to make these representations, contrary to section 38(3) of the Act and contrary to the public interest;
- (g) NHTV LLC has never filed a prospectus or preliminary prospectus with the Commission or obtained receipts for them from the Director as required by section 53(1) of the Act. The trading of NHTV LLC Securities as set out above constituted a distribution of NHTV LLC Securities by Salganov and NHTV LLC in circumstances where there were no exemptions available to them under the Act, contrary to section 53(1) of the Act and contrary to the public interest;
- (h) Salganov and NHTV LLC, engaged in or participated in acts, practices or courses of conduct relating to NHTV LLC Securities that Salganov and NHTV LLC knew or reasonably ought to have known perpetrated a fraud on persons or companies, contrary to section 126.1(b) of the Act and contrary to the public interest; and,
- (i) Salganov did authorize, permit or acquiesce in the non-compliance with sections 25(1)(a), 25(3), 38(2), 38(3), 53(1) and 126.1(b) of the Act, as set out above, by NHTV Corp., and NHTV LLC, and their representatives, and is deemed to also have not complied with Ontario securities law, by virtue of section 129.2 of the Act and contrary to the public interest.

35. Staff reserve the right to make such other allegations as Staff may advise and the Commission may permit.

Dated at Toronto, October 1, 2013.

1.4.4 Knowledge First Financial Inc.

FOR IMMEDIATE RELEASE
October 24, 2013

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

AND

IN THE MATTER OF
KNOWLEDGE FIRST FINANCIAL INC.

TORONTO – The Commission issued an Order in the above named matter pursuant to section 127 of the Act which provides that:

1. The remaining Terms and Conditions imposed by the Temporary Order, namely paragraphs 1, 2, 3, 5.1, 5.2, 11.1, 12.1 and 13, are deleted. .
2. The Temporary Order is revoked.

A copy of the Order dated October 23, 2013 is available at www.osc.gov.on.ca.

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1.4.5 Conrad M. Black et al.

FOR IMMEDIATE RELEASE
October 28, 2013

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

AND

IN THE MATTER OF
CONRAD M. BLACK, JOHN A. BOULTBEE
AND PETER Y. ATKINSON

TORONTO – The Commission issued an Order in the above named matter which provides that this matter is adjourned to a confidential pre-hearing conference to be held on Monday, December 2, 2013 at 3:00 p.m and that any pre-hearing conference submissions be filed no later than Tuesday, November 26, 2013 at 5:00 p.m.

The pre-hearing conference will be *in camera*.

A copy of the Order dated October 23, 2013 is available at www.osc.gov.on.ca.

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1.4.6 Children's Education Funds Inc.

**FOR IMMEDIATE RELEASE
October 28, 2013**

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

AND

**IN THE MATTER OF
CHILDREN'S EDUCATION FUNDS INC.**

TORONTO – The Commission issued an Order in the above named matter pursuant to section 127 of the Act which provides that:

1. paragraphs 1, 2, 3 and 12.1 of the Terms and Conditions are deleted, leaving paragraph 13 as the only remaining paragraph in the Terms and Conditions;
2. the Temporary Order is extended to November 29, 2013 or until such further order of the Commission; and
3. the hearing is adjourned to November 26, 2013 at 2:00 p.m.

A copy of the Order dated October 21, 2013 is available at www.osc.gov.on.ca.

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1.4.7 Systematech Solutions Inc. et al.

**FOR IMMEDIATE RELEASE
October 28, 2013**

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

AND

**IN THE MATTER OF
SYSTEMATECH SOLUTIONS INC.,
APRIL VUONG AND HAO QUACH**

TORONTO – The Commission issued an Order in the above named matter which provides that a that the confidential pre-hearing conference will continue on October 28, 2013 at 11:30 a.m. or such other date or at such other time as set by the Office of the Secretary and agreed to by the parties.

The pre-hearing conference will be *in camera*.

A copy of the Order dated October 24, 2013 is available at www.osc.gov.on.ca.

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 H&R Real Estate Investment Trust and H&R Finance Trust

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions.

NI 51-102 Continuous Disclosure Obligations, s.13.1 – real estate investment trust and finance trust want relief from Parts 4 and 5 of NI 51-102 in order to prepare, file and deliver combined financial statements – finance trust analogous to credit support issuer (because continuous disclosure required under stapled structure similar to continuous disclosure required in credit supporter structure) – similar statutory exemptions are available to credit support issuers under section 13.4 of NI 51-102 – exemption granted subject to conditions substantially similar to conditions in section 13.4(2) of NI 51-102 – real estate investment trust and finance trust want relief from Part 8 of NI 51-102 in order to assess significance based on, and file as part of business acquisition report, combined financial statements – exemption granted subject to conditions.

NI 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, s. 8.6 – real estate investment trust and finance trust want relief from certification requirements – exemption granted subject to conditions.

NI 44-101 Short Form Prospectus Distributions, s.8.1 – real estate investment trust and finance trust want relief from basic qualification criteria – exemption granted subject to conditions including that real estate investment trust and finance trust continue to comply with conditions of continuous disclosure relief.

Applicable Legislative Provisions

National Instrument 51-102 Continuous Disclosure Obligations, s. 13.1.

National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, s. 8.6.

National Instrument 44-101 Short Form Prospectus Distributions, s. 8.1.

October 24, 2013

**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
H&R REAL ESTATE INVESTMENT TRUST
(H&R REIT)**

AND

**H&R FINANCE TRUST
(H&R Finance, and together with H&R REIT, the Filers)**

DECISION

Background

The principal regulator in the Jurisdiction has received an application (the **Application**) from the Filers for a decision under the securities legislation of the Jurisdiction (the **Legislation**) for the following relief (the **Exemption Sought**):

- (a) pursuant to section 13.1 of National Instrument 51-102 *Continuous Disclosure Obligations (NI 51-102)*, that H&R REIT be exempted from the obligations in Parts 4 and 5 of NI 51-102 relating to the filing of annual and interim financial statements, along with the accompanying annual or interim management's discussion and analysis (**MD&A**), on a stand-alone basis, and relating to the delivery of the same to the holders (the **H&R REIT Unitholders**) of trust units (**H&R REIT Units**) of H&R REIT (the **H&R REIT Financial Disclosure Requirements**);
- (b) pursuant to section 13.1 of NI 51-102, that H&R Finance be exempted from the obligations in Parts 4 and 5 of NI 51-102 relating to the filing of annual and interim financial statements and MD&A, respectively, on a stand-alone basis, and relating to the delivery of the same to the holders (**H&R Finance Unitholders**) of trust units (**H&R Finance Units**) of H&R Finance (the **H&R Finance Financial Disclosure Requirements**);
- (c) pursuant to section 13.1 of NI 51-102, that the Filers be exempted from the requirements of Part 8 of NI 51-102 to (i) determine whether an acquisition or probable acquisition is a significant acquisition with reference to stand-alone financial statements, and (ii) present stand-alone historical and *pro forma* financial statements in a business acquisition report (the **BAR Requirements**);
- (d) pursuant to section 8.1 of National Instrument 44-101 *Short Form Prospectus Distributions (NI 44-101)*, that the Filers be exempted from certain of the basic qualification criteria contained in subparagraph (d)(i) of section 2.2(d) of NI 44-101 for eligibility to file a short form prospectus, in particular the requirement that the Filers have current annual financial statements for any period for which the Filers file Combined Financial Statements (as defined below) (the **Short Form Criteria**); and
- (e) pursuant to section 8.6 of National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109)*, that the Filers be exempted from the requirements of sections 4.2 and 5.2 of NI 52-109 in respect of filing the chief executive officer and chief financial officer certificates that H&R REIT and H&R Finance would normally have to file if they prepared annual and interim financial statements and MD&A on a stand-alone basis (the **Certificate Form Requirements**).

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;
- (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 each of British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland and Labrador (the **Non-Principal Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions* or 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 Filers:

The Filers

1. H&R REIT is an open-ended unincorporated real estate investment trust established under the laws of the Province of Ontario which owns a North American portfolio of office, industrial and retail properties. The head office of H&R REIT is located in Toronto, Ontario.
2. H&R Finance is an open-ended limited purpose unit trust established under the laws of the Province of Ontario which primarily invests in notes issued by H&R U.S. Holdings Inc. (**U.S. Holdco**), a wholly-owned subsidiary of H&R REIT. The head office of H&R Finance is located in Toronto, Ontario.
3. Each of the Filers is a reporting issuer or the equivalent under the securities legislation of Ontario and each Non-Principal Jurisdiction. Each of the Filers is in compliance in all material respects with the applicable requirements of the

securities legislation of Ontario and each Non-Principal Jurisdiction and is not in default under the securities legislation of any jurisdiction in Canada.

4. As provided in the respective declarations of trust of H&R REIT and H&R Finance, each H&R REIT Unit is stapled to an H&R Finance Unit (and each H&R Finance Unit is stapled to an H&R REIT Unit), and an H&R REIT Unit, together with an H&R Finance Unit, trades as a “Stapled Unit” (the **Stapled Units**) on the Toronto Stock Exchange, until there is an “Event of Uncoupling” (as defined below) (the **Stapled Structure**).
5. An Event of Uncoupling shall occur only: (a) in the event that H&R REIT Unitholders vote in favour of the uncoupling of H&R Finance Units and H&R REIT Units such that the two securities will trade separately; or (b) at the sole discretion of the trustees of H&R Finance, but only in the event of bankruptcy, insolvency, winding-up or reorganization (under an applicable law relating to insolvency) of H&R REIT or U.S. Holdco in furtherance of any such action or admitting in writing by H&R REIT or U.S. Holdco of its inability to pay its debts generally as they become due.
6. There are currently issued and outstanding: (a) 268,972,909 Stapled Units, (b) the following senior unsecured debentures of H&R REIT (collectively, the **Debentures**): \$115,000,000 principal amount of Series A Senior Debentures due February 3, 2015; \$115,000,000 principal amount of Series B Senior Debentures due February 3, 2017; \$125,000,000 principal amount of Series C Senior Debentures due December 1, 2018; \$180,000,000 principal amount of Series D Senior Debentures due July 27, 2016; \$100,000,000 principal amount of Series E Senior Debentures due February 2, 2018; \$175,000,000 principal amount of Series F Senior Debentures due March 2, 2020; \$175,000,000 principal amount of Series G Senior Debentures due June 20, 2018; \$235,000,000 principal amount of Series H Senior Debentures due October 9, 2015; and \$60,000,000 principal amount of Series I Senior Debentures due January 23, 2017; and (c) the following convertible unsecured subordinated debentures of H&R REIT (collectively, the **Convertible Debentures**): \$99,654,000 principal amount of Convertible Debentures due June 30, 2020; \$75,000,000 principal amount of Convertible Debentures due December 31, 2016; and \$74,414,000 principal amount of Convertible Debentures due November 30, 2018. The Convertible Debentures are convertible into Stapled Units at the holder's option at (i) any time prior to the maturity date of such Convertible Debentures; and (ii) the business day immediately preceding the date specified by H&R REIT for redemption of such Convertible Debentures, at a conversion price indicated in the indenture governing such Convertible Debentures.
7. The economic interest of a holder of Stapled Units is in H&R REIT and H&R Finance together.
8. The assets of H&R Finance primarily consist of notes (**U.S. Holdco Notes**) issued by U.S. Holdco, a wholly-owned subsidiary of H&R REIT, representing indebtedness issued by U.S. Holdco.

Financial Reporting

9. As reporting issuers, the Filers currently prepare financial statements in accordance with International Financial Reporting Standards (**IFRS**), as permitted under National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*. Financial statements are presented in Canadian dollars.
10. Each of the Filers currently prepares and files stand-alone financial statements and corresponding MD&A, and the Filers also prepare and file combined financial statements of H&R REIT and H&R Finance and corresponding MD&A.
11. So long as the Stapled Units are not unstapled, H&R REIT and H&R Finance together, will file financial information on a combined basis. On a combined basis, the assets and liabilities relating to the U.S. Holdco Notes are netted out. The assets and liabilities reflecting the U.S. Holdco Notes on the H&R Finance and H&R REIT financial statements, respectively, are offsetting for holders of Stapled Units because they own interests in each of H&R REIT (on a consolidated basis) and H&R Finance. As such, financial statements prepared on a combined basis reflect the appropriate offset of the assets and liabilities relating to the U.S. Holdco Notes and contain the relevant information for holders of Stapled Units.
12. Accordingly, while the Stapled Structure persists, H&R REIT and H&R Finance will prepare and file one set of financial statements prepared on a combined basis (**Combined Financial Statements**) using the accounting principles applicable to H&R REIT and H&R Finance pursuant to the securities legislation of Ontario and each Non-Principal Jurisdiction, in accordance with IFRS to reflect the financial position and results of H&R REIT and H&R Finance on a combined basis, along with corresponding MD&A. While IFRS do not specifically address the presentation of combined financial statements, H&R REIT and H&R Finance are combined for these purposes because:
 - (a) the H&R REIT Units and H&R Finance Units are stapled (as noted above), resulting in H&R REIT and H&R Finance being under common ownership;

- (b) a support agreement between H&R REIT and H&R Finance ensures that until such time as an Event of Uncoupling occurs, when H&R REIT Units are issued by H&R REIT, H&R Finance Units must also be issued by H&R Finance simultaneously, so as to maintain the Stapled Structure;
 - (c) the sole activity of H&R Finance is to provide capital funding to U.S. Holdco, a wholly-owned subsidiary of H&R REIT; and
 - (d) the investment activities of H&R Finance are restricted in its declaration of trust to providing such funding to U.S. Holdco and to making temporary investments of excess funds.
13. It is on this basis that H&R REIT and H&R Finance have filed combined financial statements in the past and it is on this basis that they would file Combined Financial Statements going forward. The Filers will cease filing stand-alone financial statements and corresponding MD&As.
14. The financial covenants contained in the trust indentures governing the Debentures are calculated on a combined basis. Therefore, the most relevant statements for holders of the Debentures are the Combined Financial Statements.
15. The Convertible Debentures are convertible into Stapled Units. Therefore, the most relevant statements for holders of Convertible Debentures are the Combined Financial Statements.
16. In a decision dated August 8, 2008, as revised by a decision dated September 12, 2008 (the **Previous Decision**), H&R Finance was exempted from, amongst other things, the requirements contained in Parts 6 and 7 of NI 51-102 and from the requirements contained in subparagraphs d(ii) and (e) of section 2.2 of NI 44-101 (the **Finance Specified Basic Qualification Criteria**), subject to certain conditions.
17. In the Previous Decision, H&R REIT was exempted from, amongst other things, the requirement contained in subparagraph (e) of section 2.2 of NI 44-101 (the **REIT Specified Basic Qualification Criteria**), subject to certain conditions.

Auditors and Audit Committee

18. The auditors of H&R REIT are currently the same as the auditors of H&R Finance. The auditors are appointed by H&R REIT Unitholders and H&R Finance Unitholders, respectively, but the Filers expect that the same firm of auditors will continue to be nominated and appointed for both while the Stapled Structure exists. H&R REIT and H&R Finance each have an audit committee consisting of at least three independent trustees, in compliance with National Instrument 52-110 *Audit Committees (NI 52-110)*.

Short Form Criteria

19. If the Filers rely on the requested relief from the Short Form Criteria in accordance with this decision and the Finance Specified Basic Qualification Criteria and the REIT Specified Basic Qualification Criteria granted to H&R Finance and H&R REIT, respectively, in the Previous Decision, to distribute Stapled Units, they will file a single short form prospectus, or single prospectus supplement to a joint short form base shelf prospectus of H&R REIT and H&R Finance, qualifying the distribution of securities of each issuer (each, a **Joint Prospectus**), which will incorporate by reference at least the following documents into the short form prospectus or short form base shelf prospectus, as the case may be (collectively, the **Joint Prospectus Documents**):
- (a) H&R REIT's then current AIF (**H&R REIT's Current AIF**);
 - (b) (i) the then most recent audited annual Combined Financial Statements, along with the corresponding MD&A, or (ii) prior to the filing of the Combined Financial Statements for the year ending December 31, 2013, the then most recent audited annual financial statements of each Filer, along with each corresponding MD&A;
 - (c) (i) if, at the date of the Joint Prospectus, the Filers have filed or have been required to file interim financial statements for a period subsequent to the then most recent financial year-end in respect of which annual financial statements have been filed, Combined Financial Statements relating to such interim period, along with the corresponding interim MD&A, or (ii) prior to the filing of the Combined Financial Statements for the interim period ended September 30, 2013, financial statements of each Filer relating to such interim period, along with each corresponding interim MD&A;
 - (d) the content of any news release or other public communication that is publicly disseminated by, or on behalf of, either of the Filers prior to the filing of the Joint Prospectus through news release or otherwise and that

contains historical financial information about one or both of the Filers for a period more recent than the end of the most recent period for which financial statements are required under paragraphs (b) and (c) above;

- (e) any material change report of either of the Filers, other than a confidential material change report, filed by H&R REIT under Part 7 of NI 51-102 or by H&R Finance in accordance with the Previous Decision, since the end of the financial year in respect of which H&R REIT's Current AIF is filed;
- (f) any business acquisition report filed by either of the Filers under Part 8 of NI 51-102 and in accordance with this decision for acquisitions completed since the beginning of the financial year in respect of which H&R REIT's Current AIF is filed, unless:
 - (i) the business acquisition report is incorporated by reference in H&R REIT's Current AIF; or
 - (ii) at least nine months of the relevant business operations are reflected in annual financial statements required under paragraph (b) above;
- (g) any information circular filed by either of the Filers since the beginning of the financial year in respect of which H&R REIT's Current AIF is filed, other than an information circular prepared in connection with an annual general meeting of either of the Filers if such Filer has filed and incorporated by reference in the Joint Prospectus an information circular for a subsequent annual general meeting; and
- (h) any other disclosure document which either of the Filers has filed pursuant to an undertaking to a provincial and territorial securities regulatory authority, or pursuant to an exemption from any requirement of securities legislation of a Canadian jurisdiction, since the beginning of the financial year in respect of which H&R REIT's Current AIF is filed.

20. If H&R REIT relies on the requested relief from the Short Form Criteria in accordance with this decision and the REIT Specified Basic Qualification Criteria granted to H&R REIT in the Previous Decision, to distribute only securities of H&R REIT, it will file a short form prospectus, prospectus supplement to a short form base shelf prospectus of H&R REIT or H&R REIT and H&R Finance jointly, qualifying the distribution of securities of H&R REIT (each, a **REIT Prospectus**), which will incorporate by reference at least the following documents into the short form prospectus or short form base shelf prospectus, as the case may be (collectively, the **REIT Prospectus Documents**):

- (a) H&R REIT's Current AIF;
- (b) (i) the then most recent audited annual Combined Financial Statements, along with the corresponding MD&A, or (ii) prior to the filing of the Combined Financial Statements for the year ending December 31, 2013, the then most recent audited annual financial statements of H&R REIT, along with the corresponding MD&A;
- (c) (i) if, at the date of the REIT Prospectus, H&R REIT has filed or has been required to file interim financial statements for a period subsequent to the then most recent financial year-end in respect of which annual financial statements have been filed, Combined Financial Statements relating to such interim period, along with the corresponding interim MD&A, or (ii) prior to the filing of the Combined Financial Statements for the interim period ended September 30, 2013, financial statements of H&R REIT relating to such interim period, along with the corresponding interim MD&A;
- (d) the content of any news release or other public communication that is publicly disseminated by, or on behalf of, H&R REIT prior to the filing of the REIT Prospectus through news release or otherwise and that contains historical financial information about H&R REIT for a period more recent than the end of the most recent period for which financial statements are required under paragraphs (b) and (c) above;
- (e) any material change report, other than a confidential material change report, filed by H&R REIT under Part 7 of NI 51-102 since the end of the financial year in respect of which H&R REIT's Current AIF is filed;
- (f) any business acquisition report filed by H&R REIT under Part 8 of NI 51-102 and in accordance with this decision for acquisitions completed since the beginning of the financial year in respect of which H&R REIT's Current AIF is filed, unless:
 - (i) the business acquisition report is incorporated by reference in H&R REIT's Current AIF; or
 - (ii) at least nine months of the relevant business operations are reflected in annual financial statements required under paragraph (b) above;

- (g) any information circular filed by H&R REIT since the beginning of the financial year in respect of which H&R REIT's Current AIF is filed, other than an information circular prepared in connection with an annual general meeting of H&R REIT if H&R REIT has filed and incorporated by reference in the REIT Prospectus an information circular for a subsequent annual general meeting; and
- (h) any other disclosure document which H&R REIT has filed pursuant to an undertaking to a provincial and territorial securities regulatory authority, or pursuant to an exemption from any requirement of securities legislation of a Canadian jurisdiction, since the beginning of the financial year in respect of which H&R REIT's Current AIF is filed.

Decision

1. The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.
2. The decision of the principal regulator under the Legislation is that the Exemption Sought is granted, provided that:
 - (a) in respect of the H&R REIT Financial Disclosure Requirements and the H&R Finance Financial Disclosure Requirements:
 - (i) H&R REIT files, under its profile on the System for Electronic Document Analysis and Retrieval (**SEDAR**), one set of financial statements prepared on a combined basis (**Combined Financial Statements**) using IFRS to reflect the financial position and results of H&R REIT and H&R Finance on a combined basis;
 - (ii) any Combined Financial Statements filed by H&R REIT include the components specified in sections 4.1(1) of NI 51-102 (for annual financial reporting periods) and 4.3(2) of NI 51-102 (for interim financial reporting periods);
 - (iii) the Combined Financial Statements filed by H&R REIT provide in the notes thereto segmented financial information for each of H&R Finance and H&R REIT if and to the extent required under IFRS;
 - (iv) the annual Combined Financial Statements filed by H&R REIT are audited;
 - (v) the Combined Financial Statements filed by H&R REIT are accompanied by the fee, if any, applicable to filings of annual financial statements;
 - (vi) the MD&A of H&R REIT is prepared with reference to the Combined Financial Statements;
 - (vii) H&R Finance files a notice under its SEDAR profile indicating that it is relying on the financial statements and related MD&A filed by H&R REIT and directing readers to refer to H&R REIT's SEDAR profile;
 - (viii) H&R REIT and H&R Finance continue to satisfy the requirements set out in NI 52-110;
 - (ix) the audit committees of H&R REIT and H&R Finance are responsible for:
 - (A) overseeing the work of the external auditors engaged for the purposes of auditing the Combined Financial Statements under IFRS; and
 - (B) resolving disputes between the external auditors and management of both H&R REIT and H&R Finance regarding financial reporting;
 - (x) H&R REIT continues to satisfy the requirements of section 4.6 of NI 51-102, except that for each financial reporting period in respect of which Combined Financial Statements are prepared, H&R REIT shall only be required to send to H&R REIT Unitholders copies of the Combined Financial Statements and related MD&A;
 - (xi) the auditors of H&R REIT are the same as the auditors of H&R Finance, are appointed by H&R REIT Unitholders and H&R Finance Unitholders, respectively, and will continue to be nominated and appointed for both while the Staped Structure exists;

- (xii) prior to filing its unaudited Combined Financial Statements for each interim period during its financial year ending December 31, H&R REIT and H&R Finance and their auditors have concluded that the preparation of the Combined Financial Statements are acceptable under IFRS;
 - (xiii) each H&R Finance Unit is stapled to a unit of H&R REIT and trades as a Stapled Unit; and
 - (xiv) each Stapled Unit is listed and posted for trading on the Toronto Stock Exchange.
- (b) in respect of the Certificate Form Requirement:
- (i) H&R REIT and H&R Finance continue to satisfy the conditions set out in paragraph (a) of this section 2;
 - (ii) the certificates filed by H&R REIT and H&R Finance in accordance with section 4.1 of NI 52-109, in connection with the filing of Combined Financial Statements prepared under IFRS for each annual financial reporting period in respect of which the H&R REIT Units are stapled to the H&R Finance Units, are substantially in the form required by section 4.2 of NI 52-109, except that the certificates refer to and certify matters in respect of the filing of H&R REIT's AIF and the Combined Financial Statements and related MD&A; and
 - (iii) the certificates filed by H&R REIT and H&R Finance in accordance with section 5.1 of NI 52-109, in connection with the filing of Combined Financial Statements prepared under IFRS for each interim financial reporting period in respect of which the H&R REIT Units are stapled to the H&R Finance Units, are substantially in the form required by section 5.2 of NI 52-109, except that the certificates refer to and certify matters in respect of the filing of Combined Financial Statements and related MD&A;
- (c) in respect of the BAR Requirements:
- (i) H&R REIT and H&R Finance continue to satisfy the conditions set out in paragraph (a) of this section 2;
 - (ii) H&R REIT and H&R Finance apply the significance tests under Part 8 of NI 51-102 with reference to the Combined Financial Statements; and
 - (iii) if a BAR is required to be filed, the BAR includes, with respect to H&R REIT and H&R Finance, pro forma combined financial statements, prepared using IFRS used in the Combined Financial Statements of H&R REIT and H&R Finance.
- (d) in respect of the Short Form Criteria:
- (i) H&R REIT and H&R Finance continue to satisfy the conditions set out in paragraph (a) of this section 2;
 - (ii) each joint prospectus filed by H&R REIT and H&R Finance incorporates by reference the Joint Prospectus Documents; and
 - (iii) each REIT prospectus filed by H&R REIT incorporates by reference the REIT Prospectus Documents.

“Shannon O’Hearn”
Manager, Corporate Finance

2.1.2 FAM Real Estate Investment Trust

Headnote

Multilateral Instrument 11-102 Passport System and National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – National Instrument 51-102, s. 13.1 Continuous Disclosure Obligations – BAR – An issuer requires relief from the requirement to file a business acquisition report – The acquisition is insignificant applying the asset and investment tests; applying the income test produces an anomalous result because the filer’s financial statements for the period from formation to the end of its first fiscal year reflect only four days of operations; the filer has provided additional measures that demonstrate the insignificance of the property to the filer and that are generally consistent with the results when applying the asset and investment tests.

Applicable Legislative Provisions

National Instrument 51-102 Continuous Disclosure Obligations, s. 13.1.

October 23, 2013

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

AND

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

AND

**IN THE MATTER OF
FAM REAL ESTATE INVESTMENT TRUST
(the Filer)**

DECISION

Background

1 The securities regulatory authority or regulator in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) granting relief from the requirement in Part 8 of National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102) to file a business acquisition report (BAR) in connection with the Filer's acquisition of a property located at 2655 and 2695 North Sheridan Way, Mississauga, Ontario, Canada (the Property), which was completed on August 14, 2013 (the Exemption Sought).

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

- (a) the British Columbia Securities 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 by the Filer in Alberta, Saskatchewan, Manitoba, Quebec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut, 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

2 Terms defined in National Instrument 14-101 *Definitions*, MI 11-102 and NI 51-102 have the same meaning if used in this decision, unless otherwise defined in this decision.

Representations

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

The Filer

1. the Filer is an unincorporated open-ended real estate investment trust established under the laws of the Province of Ontario pursuant to a declaration of trust with its head office in Richmond, British Columbia;
2. the Filer is a reporting issuer under the securities legislation of each of the provinces and territories of Canada;
3. the units of the Filer are listed and posted for trading on the Toronto Stock Exchange under the trading symbol "F.UN";
4. the Filer completed its initial public offering (the IPO) on December 28, 2012 pursuant to a final long form prospectus dated December 17, 2012;
5. the proceeds of the IPO were used by the Filer to indirectly acquire a portfolio of 27 income-producing properties located in Manitoba (eighteen properties), Alberta (four properties), Saskatchewan (two properties), Ontario (two properties) and the Northwest Territories (one property) from Huntingdon Capital Corp.;

The Acquisition

6. on August 14, 2013, the Filer acquired the Property for a total gross purchase price of approximately \$39 million pursuant to a purchase and sale agreement entered into by an indirect wholly-owned subsidiary of the Filer;
7. the acquisition of the Property constitutes a "significant acquisition" of the Filer for purposes of Part 8 of NI 51-102, requiring the Filer to file a BAR within 75 days of the acquisition pursuant to section 8.2(1) of NI 51-102;

Significance Tests for the BAR

8. under Part 8 of NI 51-102, the Filer is required to file a BAR for any completed acquisition that is determined to be significant based on the acquisition satisfying any of the three significance tests set out in section 8.3(2) of NI 51-102;
9. the acquisition of the Property is not a significant acquisition under the asset test in section 8.3(2) of NI 51-102 as the value of the Property represented only approximately 19.22% of the consolidated assets of the Filer as of December 31, 2012;
10. the acquisition of the Property is not a significant acquisition under the investment test in section 8.3(2) of NI 51-102 as the Filer's acquisition costs represented only approximately 19.22% of the consolidated assets of the Filer as of December 31, 2012;
11. however, the acquisition of the Property would be a significant acquisition under the profit or loss test in section 8.3(2) of NI 51-102; in particular, the Filer's proportionate share of the consolidated specified profit or loss of the Property exceeds 20% of the consolidated specified profit or loss of the Filer calculated using the audited annual financial statements of each of the Filer and the Property for the most recently completed financial year of each ended before the acquisition date;
12. on March 8, 2013, the Filer filed audited financial statements for the period from August 27, 2012 to December 31, 2012 (the 2012 Financial Statements); the 2012 Financial Statements relate to the period from the date of formation of the Filer on August 27, 2012 to the end of its first fiscal year on December 31, 2012, but reflect only four days of operations, namely from December 28, 2012 (the date of the closing of the IPO) to December 31, 2012 (the Filer's first fiscal year end); as a result, the application of the profit or loss test produces an anomalous result for the Filer; the significance of the Property as compared to the Filer is exaggerated out of proportion to its significance on an objective basis, in comparison to the results of the asset test and the investment test and relative to annualized financials;

De Minimis Acquisition

13. the Filer does not believe (nor did it believe at the time that it made the acquisition) that the acquisition of the Property is significant to it from a practical, commercial, business or financial perspective; and
14. the Filer has provided the principal regulator with additional measures that demonstrate the insignificance of the acquisition of the Property to the Filer; the additional measures are generally consistent with the results of the asset test and the investment test.

Decision

- 4 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.

"Brent W. Aitken"
Vice Chair
British Columbia Securities Commission

2.1.3 Cobriza Metals Corp. – s. 1(10)(a)(ii)

(d) the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – application for an order that the issuer is not a reporting issuer.

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met and orders that the Applicant is deemed to have ceased to be a reporting issuer.

Applicable Legislative Provisions

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

"Denise Weeres"
Manager, Legal
Corporate Finance

Citation: Cobriza Metals Corp., Re, 2013 ABASC 480

October 24, 2013

Gowlings Lafleur Henderson LLP
550 Burrard Street
Suite 2300, Bentall 5
Vancouver, BC V6C 2B5

Attention: Brett Kagetsu

Dear Madam:

Re: Cobriza Metals Corp.(the Applicant) – Application for a decision under the securities legislation of Alberta and Ontario (the Jurisdictions) that the Applicant is not a reporting issuer

The Applicant has applied to the local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions for a decision under the securities legislation (the **Legislation**) of the Jurisdictions that the Applicant is not a reporting issuer.

In this decision, “securityholder” means, for a security, the beneficial owner of the security.

The Applicant has represented to the Decision Makers that:

- (a) the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;
- (b) no securities of the Applicant, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;
- (c) the Applicant is applying for a decision that it is not a reporting issuer in all of the jurisdictions of Canada in which it is currently a reporting issuer; and

2.2 Orders

2.2.1 Borealis Exploration Limited et al. – s. 144(1)

Headnote

Section 144(1) – Application to vary a cease trade order – cease trade order varied to permit individual beneficial shareholders, who are not insiders or control persons, to sell securities outside of Canada, subject to conditions.

Applicable Legislative Provisions

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
BOREALIS EXPLORATION LIMITED
 (“BOREALIS”)

AND

JOSEPH MONTEITH

AND

SONIA MONTEITH
(THE “APPLICANTS”)

ORDER
(Section 144(1) of the Act)

WHEREAS the Ontario Securities Commission (the “**Commission**”) issued an order on September 13, 2001, under paragraph 2 of subsection 127(1) and subsection 127(5) of the Act, ordering that trading in the securities of Borealis cease trading temporary (the “**Temporary Cease Trade Order**”);

AND WHEREAS the Commission issued a further order dated September 27, 2001, pursuant to subsection 128(8) of the Act, extending the Temporary Cease Trade Order by ordering that trading in the securities of Borealis shall cease until revoked by a further order (the “**Cease Trade Order**”);

AND WHEREAS the Applicants have made an application to the Commission pursuant to section 144(1) of the Act to vary the Cease Trade Order;

AND WHEREAS the Applicants have represented to the Commission that:

1. A cease trade order with respect to the securities of Borealis was also issued by the Alberta Securities Commission on or about September 14, 2001.
2. To the best of the Applicants’ knowledge, Borealis’ business operations and its head office are located outside of Canada, in Gibraltar.
3. Borealis’ securities are not listed on and do not trade on any exchange in Canada.
4. Borealis’ securities are not subject to cease trade orders in jurisdictions outside of Canada. Borealis trades its shares on the Prague Stock Exchange and OTC Markets Group.
5. Joseph Monteith owns 67,000 common shares of Borealis and Sonia Monteith owns 11,171 common shares of Borealis (together, the “**Subject Shares**”). The Applicants have owned the Subject Shares since approximately the 1990’s at which time the common shares of Borealis were traded on the Toronto Stock Exchange.

6. Neither of the Applicants is an insider or control person of Borealis, or has been employed by or in any way affiliated with Borealis.
7. The Applicants are seeking a variation of the Cease Trade Order under section 144(1) of the Act permitting the Applicants to dispose of the Subject Shares outside of Canada.

AND UPON the Commission being satisfied that:

- a) the terms and conditions to the Cease Trade Order put the Applicants in disadvantage to non-Canadian shareholders who are free to trade their shares on either Prague Stock Exchange or OTC Markets Group; and
- b) it is not prejudicial to the public interest to vary the Cease Trade Order under section 144(1) of the Act;

IT IS ORDERED that, pursuant to section 144(1) of the Act, the Cease Trade Order be varied by including the following section:

Despite this order, Joseph Monteith and Sonia Monteith, who are not, and were not at the date of this order, insiders or control persons of Borealis Exploration Limited, may sell securities of Borealis Exploration Limited acquired before the date of this order, if:

1. the sale is made through the Prague Stock Exchange or OTC Markets Group; and
2. the sale is made through an investment dealer registered in Ontario.

DATED this 17th day of October, 2013.

“Kathryn Daniels”
Deputy Director, Corporate Finance Branch

2.2.2 Holland Global Capital Corporation – s. 1(6) of the OBCA

Headnote

Filer deemed to have ceased to be offering its securities to the public under the OBCA.

Applicable Legislative Provisions

Business Corporations Act, R.S.O. 1990, c. B.16, as am., s. 1(6)

**IN THE MATTER OF
THE BUSINESS CORPORATIONS ACT (ONTARIO),
R.S.O. 1990, c. B.16, AS AMENDED
(the “OBCA”)**

AND

**IN THE MATTER OF
HOLLAND GLOBAL CAPITAL CORPORATION
(the “Applicant”)**

**ORDER
(Subsection 1(6) of the OBCA)**

UPON the application of the Applicant to the Ontario Securities Commission (the “**Commission**”) for an order pursuant to subsection 1(6) of the OBCA to be deemed to have ceased to be offering its securities to the public;

AND UPON the Applicant representing to the Commission that:

1. The Applicant is an “offering corporation” as defined in the OBCA, and had an authorized capital consisting of an unlimited number of common shares (the “**Shares**”).
2. The head office of the Applicant is located at 2425 Matheson Blvd. East, Suite 791, Mississauga, ON L4W 5K4.
3. On September 9, 2013, the Applicant completed its qualifying transaction by way of a plan of arrangement (the “**Arrangement**”) under the OBCA with Maplewood International Real Estate Investment Trust (the “**REIT**”). Pursuant to the Arrangement, among other things: (i) 100% of the issued and outstanding Shares of the Applicant were exchanged for units (“**Units**”) of the REIT on an 8 for 1 basis (1 Unit for every 8 Shares) (the “**Exchange Ratio**”); and (ii) 100% of the issued and outstanding options (“**Options**”) to purchase Shares of the Applicant have been exchanged for options (“**Maplewood Options**”) to purchase Units on terms and conditions identical to the terms and conditions of the Options, subject to adjustments to the exercise price of, and the number of Units underlying, the Maplewood Options based upon the Exchange Ratio. Certain shareholders of the

Applicant elected to receive class B limited partnership units of Maplewood International Limited Partnership as consideration for all or a portion of their Shares which are exchangeable on a one-for-one basis for Units pursuant to an exchange agreement entered into by the REIT dated September 9, 2013.

4. The Shares were delisted from the TSX Venture Exchange on September 23, 2013.
5. No securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.
6. The Applicant is a reporting issuer, or the equivalent, in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario (the “**Jurisdictions**”) and is currently not in default of any of the applicable requirements under the legislation of each Jurisdiction.
7. The Applicant has applied for an order that it is not a reporting issuer in Ontario pursuant to subclause 1(10)(a)(ii) of the *Securities Act* (Ontario) in accordance with the simplified procedure set out in OSC Staff Notice 12-703 *Applications for a Decision that an Issuer is not a Reporting Issuer* and is not a reporting issuer or the equivalent in any Jurisdiction (the “**Reporting Issuer Relief**”).
7. The Applicant has no intention to seek public financing by way of an offering of securities.
8. Upon the grant of the Reporting Issuer Relief, the Applicant will not be a reporting issuer or equivalent in any jurisdiction of Canada.

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

IT IS HEREBY ORDERED by the Commission pursuant to subsection 1(6) of the OBCA that the Applicant be deemed to have ceased to be offering its securities to the public for the purpose of the OBCA.

DATED at Toronto on this 4th day of October, 2013.

“Deborah Leckman”
Ontario Securities Commission

“Judith Robertson”
Ontario Securities Commission

2.2.3 New Hudson Television Corporation 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
NEW HUDSON TELEVISION CORPORATION,
NEW HUDSON TELEVISION L.L.C. &
JAMES DMITRY SALGANOV**

**TEMPORARY ORDER
(Subsections 127(1) and 127(8) of the Securities Act)**

WHEREAS on June 8, 2011, the Ontario Securities Commission (the “Commission”) issued a temporary cease trade 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: that all trading in New Hudson Television Corporation (“NHTV Corp.”) securities and New Hudson Television L.L.C. (“NHTV LLC”) securities shall cease; that NHTV Corp. and NHTV LLC and their representatives cease trading in all securities; and that any exemptions contained in Ontario securities law do not apply to NHTV Corp. and NHTV LLC (the “Temporary Order”);

AND WHEREAS on June 8, 2011, the Commission ordered that the Temporary Order shall expire on the fifteenth day after its making unless extended by order of the Commission;

AND WHEREAS on June 16, 2011, the Commission issued a Notice of Hearing to consider, among other things, the extension of the Temporary Order to be held on June 22, 2011 at 9:00 a.m. (the “Notice of Hearing”);

AND WHEREAS the Notice of Hearing set out that the Hearing was to consider, inter alia, whether, in the opinion of the Commission, it was in the public interest, pursuant to subsections 127(7) and (8) of the Act, to extend the Temporary Order until the conclusion of the hearing, or until such further time as considered necessary by the Commission;

AND WHEREAS Staff of the Commission (“Staff”) had served NHTV Corp., NHTV LLC and James Dmitry Salganov (“Salganov”) (collectively, the “Respondents”) with copies of the Temporary Order and the Notice of Hearing, as evidenced by the Affidavit of Charlene Rochman, sworn on June 20, 2011, and filed with the Commission;

AND WHEREAS on June 22, 2011, Staff appeared before the Commission, but no one attended on behalf of any of the Respondents;

AND WHEREAS on June 22, 2011, Staff informed the Commission that Salganov was the sole Director of NHTV Corp. and NHTV LLC and that he consented to a

further extension of the Temporary Order in an email dated June 20, 2011;

AND WHEREAS on June 22, 2011, Staff sought to amend the Temporary Order to include Salganov, thereby making Salganov subject to the Temporary Order;

AND WHEREAS on June 22, 2011 it was ordered that:

- (i) The Temporary Order was amended to provide that pursuant to clause 2 of subsection 127(1) of the Act, Salganov shall cease trading in securities of NHTV Corp. and NHTV LLC;
- (ii) Pursuant to subsection 127(8) of the Act, the Temporary Order as amended by (i), above (the “Amended Temporary Order”) be extended to December 20, 2011; and,
- (iii) The hearing to consider any further extension of the Amended Temporary Order be held on December 19, 2011 at 9:00 a.m.;

AND WHEREAS on December 19, 2011, Staff appeared before the Commission to request an extension of the Amended Temporary Order, but no one attended on behalf of any of the Respondents;

AND WHEREAS on December 19, 2011, Staff informed the Commission that the Respondents consent to a further extension of the Amended Temporary Order for six months;

AND WHEREAS on December 19, 2011 it was ordered that:

- (i) Pursuant to subsection 127(8) of the Act, the Amended Temporary Order be extended to June 25, 2012; and
- (ii) The hearing to consider any further extension of the Amended Temporary Order be held on June 22, 2012 at 10:00 a.m.;

AND WHEREAS on June 22, 2012, Staff appeared before the Commission to request an extension of the Amended Temporary Order, but no one attended on behalf of any of the Respondents;

AND WHEREAS the Commission was satisfied that the Respondents had been served with copies of the Order of the Commission dated December 19, 2011 and notice of that hearing;

AND WHEREAS Staff informed the Commission that the Respondents consented to a further extension of the Amended Temporary Order for six months;

AND WHEREAS on June 22, 2012 it was ordered that:

- (i) Pursuant to subsection 127(8) of the Act, the Amended Temporary Order be extended to December 21, 2012; and
- (ii) The hearing to consider any further extension of the Amended Temporary Order be held on December 20, 2012 at 10:00 a.m., or such other date and time as set by the Office of the Secretary;

AND WHEREAS on October 9, 2012, 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 9, 2012, issued by Staff with respect to NHTV LLC and Dmitry James Salganov, hereafter known as James Dmitry Salganov (defined above as "Salganov");

AND WHEREAS on December 20, 2012, Staff appeared and Salganov appeared on his own behalf and on behalf of NHTV Corp. and NHTV LLC and made submissions, and all parties consented to the extension of the Amended Temporary Order to June 13, 2013, and adjournment of the hearing to consider any further extension of the Amended Temporary Order to June 6, 2013 at 10:00 a.m., or such other date and time as set by the Office of the Secretary;

AND WHEREAS on December 20, 2012, the Commission ordered that the Amended Temporary Order be extended to June 13, 2013 at 10:00 a.m., and the hearing to consider any further extension of the Amended Temporary Order be held on June 6, 2013 at 10:00 a.m., or such other date and time as set by the Office of the Secretary;

AND WHEREAS on June 6, 2013, Staff appeared and Salganov appeared on his own behalf and on behalf of NHTV Corp. and NHTV LLC and made submissions, and all parties consented to the extension of the Amended Temporary Order for a further six months to December 6, 2013 at 10:00 a.m., or such other date and time as set by the Office of the Secretary;

AND WHEREAS on June 6, 2013, the Commission ordered that:

- (i) Pursuant to subsection 127(8) of the Act, the Amended Temporary Order be extended to December 6, 2013 at 10:00 a.m.; and
- (ii) The hearing to consider any further extension of the Amended Temporary Order be held on December 4, 2013 at 10:00 a.m., or such other date and time as set by the Office of the Secretary;

AND WHEREAS on October 1, 2013, Staff filed an Amended Statement of Allegations, which added the respondent NHTV Corp.;

AND WHEREAS on October 17, 2013, the Commission approved a settlement agreement between Staff and Salganov, NHTV Corp. and NHTV LLC;

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

IT IS HEREBY ORDERED that:

- (i) The Order dated June 6, 2013 extending the Amended Temporary Order to December 6, 2013 at 10:00 a.m. is hereby rescinded; and,
- (ii) The hearing to consider any further extension of the Amended Temporary Order to be held on December 4, 2013 at 10:00 a.m., or such other date and time as set by the Office of the Secretary, is hereby vacated.

DATED at Toronto this 17th day of October, 2013.

"Vern Krishna"

2.2.4 New Hudson Television Corporation 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
NEW HUDSON TELEVISION CORP.,
NEW HUDSON TELEVISION LLC, AND
JAMES DMITRY SALGANOV

ORDER
(Section 127 of the Securities Act)

WHEREAS on October 9, 2012, the Commission issued a Notice of Hearing (the “Notice of Hearing”) pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. s.5, as amended (the “Act”), accompanied by a Statement of Allegations dated October 9, 2012 issued by Staff of the Commission (“Staff”) with respect to New Hudson Television LLC (“NHTV LLC”) and Dmitry James Salganov, hereafter known as James Dmitry Salganov (“Salganov”);

AND WHEREAS on October 1, 2013, Staff filed an Amended Statement of Allegations, which added the respondent New Hudson Television Corp. (“NHTV Corp.”, and together with NHTV LLC and Salganov, the “Respondents”);

AND WHEREAS Salganov, on his own behalf and on behalf of NHTV LLC and NHTV Corp., entered into a settlement agreement with Staff dated October 15, 2013 (the “Settlement Agreement”), in which the Respondents agreed to a proposed settlement of the proceeding, subject to the approval of the Commission;

AND WHEREAS on October 15, 2013, the Commission issued a Notice of Hearing pursuant to sections 127 and 127.1 of the Act to announce that it proposed to hold a hearing to consider whether it is in the public interest to approve the Settlement Agreement;

AND UPON reviewing the Settlement Agreement, the Notice of Hearing, the Statement of Allegations and the Amended Statement of Allegations of Staff, and upon hearing submissions from Staff and from Salganov, on his own behalf and on behalf of NHTV LLC and NHTV Corp.;

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

IT IS HEREBY ORDERED that:

- (a) the Settlement Agreement is approved;
- (b) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by the Respondents shall cease permanently from the date of the approval of the

Settlement Agreement except that, following full payment of the administrative penalty and disgorgement orders made against the Respondents as a result of the Settlement Agreement, Salganov is permitted to trade in securities in mutual funds through a registered dealer for the account of his Registered Retirement Savings Plan and Registered Education Savings Plan, as defined in the *Income Tax Act*, R.S.C. 1985, c.1, as amended (the “*Income Tax Act*”);

- (c) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by the Respondents shall cease permanently from the date of the approval of the Settlement Agreement except that, following full payment of the administrative penalty and disgorgement orders made against the Respondents as a result of the Settlement Agreement, Salganov is permitted to acquire mutual funds through a registered dealer for the account of his Registered Retirement Savings Plan and Registered Education Savings Plan, as defined in the *Income Tax Act*;
- (d) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to the Respondents permanently;
- (e) pursuant to clause 6 of subsection 127(1) of the Act, Salganov be reprimanded;
- (f) pursuant to clauses 7, 8.1 and 8.3 of subsection 127(1) of the Act, Salganov resign one or more positions that he holds as a director or officer of any issuer, registrant, or investment fund manager;
- (g) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, Salganov be prohibited from becoming or acting as a director or officer of any issuer, registrant, or an investment fund manager;
- (h) pursuant to clause 8.5 of subsection 127(1) of the Act, the Respondents be prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- (i) pursuant to clause 9 of subsection 127(1) of the Act, the Respondents shall jointly and severally pay an administrative penalty of \$150,000 for their failure to comply with Ontario securities law, that is designated under the terms of the order

or Settlement Agreement in accordance with subsection 3.4(2)(b) of the Act. Such amount is to be distributed as directed by the Commission; and

- (j) pursuant to clause 10 of subsection 127(1) of the Act, the Respondents shall jointly and severally disgorge to the Commission \$235,000 obtained as a result of their non-compliance with securities law, that is designated under the terms of the order or Settlement Agreement in accordance with subsection 3.4(2)(b) of the Act. Such amount is to be distributed as directed by the Commission.

DATED at Toronto this 17th day of October, 2013.

“Vern Krishna”

2.2.5 Knowledge First Financial Inc.

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

AND

**IN THE MATTER OF
KNOWLEDGE FIRST FINANCIAL INC.**

ORDER

WHEREAS on August 10, 2012, the Ontario Securities Commission (the “Commission”) ordered pursuant to subsections 127(1) and (5) of the *Securities Act*, R.S.O. 1990, c. S.5 as amended (the “Act”) and with the consent of Knowledge First Financial Inc. (“KFFI”) that the terms and conditions set out in Schedule “A” to the Commission orders (the “Terms and Conditions”) be imposed on KFFI (the “Temporary Order”);

AND WHEREAS on August 21, 2012, the Commission extended the Temporary Order against KFFI until November 14, 2012;

AND WHEREAS the Terms and Conditions required KFFI to retain a consultant (the “Consultant”) to prepare and assist KFFI in implementing plans to strengthen their compliance systems and to retain a monitor (the “Monitor”) to review all applications of New Clients and contact New Clients as defined and set out in the Terms and Conditions;

AND WHEREAS KFFI retained Deloitte & Touche LLP as its Monitor and retained Sanford Eprile & Company as its Consultant;

AND WHEREAS on September 24, 2012, KFFI brought an application for directions seeking interpretations of paragraphs 5 and 6 of the Terms and Conditions;

AND WHEREAS by order dated October 10, 2012, the Commission clarified the process to be followed by the Monitor including the suitability guidelines to be applied, set out the content of the Monitor’s bi-weekly reports and extended the time for the Monitor to complete calls to New Clients and, in appropriate cases, to unwind New Clients’ plans;

AND WHEREAS by order dated December 20, 2012, the Commission: (i) deleted and replaced paragraph 5 of the Terms and Conditions with paragraphs 5.1 and 5.2 which set out the sample of New Client applications to be reviewed by the Monitor and the sample of New Clients to be contacted by the Monitor; and (ii) extended the Temporary Order to March 22, 2013;

AND WHEREAS by order dated March 21, 2013, the Commission ordered that: (i) the role of the Monitor be suspended effective April 5, 2013; (ii) the Temporary Order be extended to June 20, 2013; and (iv) the hearing be adjourned to June 19, 2013 at 10:00 a.m.;

AND WHEREAS the Consultant has filed with the OSC Manager as required by the Terms and Conditions: (i) the Consultant's Plan dated October 10, 2012; (ii) an amended Consultant's Plan dated November 16, 2012; and (iii) ten progress reports;

AND WHEREAS by order dated June 18, 2013, the Commission ordered that: (i) the Temporary Order be extended to June 25, 2013; (ii) the hearing be adjourned to June 21, 2013 at 2:00 p.m.; and (iii) the hearing date of June 19, 2013 at 11:00 a.m. be vacated;

AND WHEREAS by order dated June 21, 2013, the Commission ordered that paragraphs 4, 5, 6, 7, 8, 9, 10, 11 and 12 of the Terms and Conditions be deleted and replaced with new paragraphs 11.1 and 12.1;

AND WHEREAS Staff filed the affidavit of Lina Creta sworn October 22, 2013 attaching the progress reports dated August 10 and October 4, 2013 and a reconciliation reports from the Consultant dated October 10 and 17, 2013;

AND WHEREAS the parties agree that paragraphs 1, 2, 3, 5.1, 5.2, 11.1, 12.1 and 13 of the Terms and Conditions should be deleted and therefore the Temporary Order is revoked;

AND WHEREAS the Consultant has confirmed that the amended Consultant's Plan has been implemented and confirmed that the Consultant has tested the implementation of the recommendations in the amended Consultant's Plan and it is working effectively;

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

IT IS HEREBY ORDERED pursuant to section 127 of the Act that:

1. The remaining Terms and Conditions imposed by the Temporary Order, namely paragraphs 1, 2, 3, 5.1, 5.2, 11.1, 12.1 and 13, are deleted.
2. The Temporary Order is revoked.

DATED at Toronto this 23rd day of October, 2013.

"James E. A. Turner"

2.2.6 Conrad M. Black et al.

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

AND

**IN THE MATTER OF
CONRAD M. BLACK, JOHN A. BOULTBEE
AND PETER Y. ATKINSON**

ORDER

WHEREAS on March 18, 2005 the Ontario Securities Commission (the "**Commission**") issued a Notice of Hearing (the "**Notice of Hearing**") pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "**Act**") in relation to a Statement of Allegations (the "**Original Proceeding**") filed by Staff of the Commission ("**Staff**") with respect to Hollinger Inc., Conrad M. Black ("**Black**"), F. David Radler ("**Radler**"), John A. Boulton ("**Boulton**") and Peter Y. Atkinson ("**Atkinson**") (collectively, the "**Original Respondents**");

AND WHEREAS the Commission held a contested hearing on October 11 and November 16, 2005, to determine the appropriate date for a hearing on the merits of the Original Proceeding;

AND WHEREAS on January 24, 2006, the Commission issued its Reasons and Order setting down the matter for a hearing on the merits commencing June 2007, subject to each of the individual Original Respondents agreeing to execute an undertaking to the Commission to abide by interim terms of a protective nature within 30 days of that decision;

AND WHEREAS following the Reasons and Order dated January 24, 2006, each of the individual Original Respondents provided an undertaking in a form satisfactory to the Commission;

AND WHEREAS on March 30, 2006, the Commission issued an Order with attached undertakings provided by the individual Original Respondents and ordered, among other things, that the hearing on the merits commence on Friday, June 1, 2007, or as soon thereafter as may be fixed by the Secretary to the Commission and agreed to by the parties;

AND WHEREAS the individual Original Respondents further provided to the Commission amended undertakings, in a form satisfactory to the Commission, stating that each of the Original Respondents agreed to abide by interim terms of a protective nature (the "**Amended Undertakings**"), pending the Commission's final decision regarding liability and sanctions in the proceeding commenced by the Notice of Hearing;

AND WHEREAS on April 4, 2007, the Commission issued an Order which attached the Amended Undertakings, and ordered that the hearing on the merits

be scheduled to commence on November 12 through to December 14, 2007, and January 7 to February 15, 2008 or such other dates as may be fixed by the Secretary to the Commission and agreed to by the parties;

AND WHEREAS Black and Boulton brought motions and requests to adjourn the Original Proceeding pending the outcome of a criminal proceeding in the United States and Staff consented to the adjournment requests;

AND WHEREAS on September 11, 2007, the Commission issued an Order which adjourned the hearing on the merits of this matter and scheduled a hearing on December 11, 2007 for the purpose of addressing the scheduling of the Original Proceeding;

AND WHEREAS Black and Boulton brought a series of additional motions and requests to adjourn the Original Proceeding, pending the outcome of criminal proceedings in the United States, and Staff consented to the adjournment requests;

AND WHEREAS the Commission issued orders on December 10, 2007, January 7, March 27, and September 25, 2008, February 12, May 20 and July 9, 2009, which granted Black and Boulton's motions and adjourned the hearing of the matter;

AND WHEREAS by Order dated October 7, 2009, the Commission adjourned the hearing sine die, pending the release of a decision of the United States Supreme Court, in relation to an appeal brought by Boulton, or until such further order as may be made by the Commission;

AND WHEREAS on November 12, 2012, Staff filed a new Statement of Allegations against Radler alone;

AND WHEREAS on November 13, 2012, Radler provided a new undertaking to the Commission;

AND WHEREAS on November 14, 2012, the Commission approved a settlement agreement reached between Staff and Radler and approved an Order resolving the new proceeding against Radler and releasing Radler from the Amended Undertakings;

AND WHEREAS on November 15, 2013, Staff withdrew its allegations in the Original Proceeding with respect to Radler;

AND WHEREAS on July 12, 2013, Staff withdrew its allegations in the Original Proceeding with respect to Hollinger;

AND WHEREAS on July 12, 2013, the Commission issued a new Notice of Hearing pursuant to sections 127 and 127.1 of the Act in relation to an Amended Statement of Allegations filed by Staff with respect to Black, Boulton and Atkinson (together, the "Respondents");

AND WHEREAS the new Notice of Hearing stated that a hearing before the Commission would be held on August 16, 2013;

AND WHEREAS on August 16, 2013, the Commission heard submissions from counsel for Staff, counsel for Black, and from Atkinson and Boulton on their own behalf;

AND WHEREAS on August 16, 2013, Staff requested that the matter be adjourned to a pre-hearing conference and the Respondents consented to this request;

AND WHEREAS on August 16, 2013, the Commission ordered that the matter be adjourned to a confidential pre-hearing conference to be held on Monday, October 21, 2013;

AND WHEREAS on September 23, 2013, the Commission approved a settlement agreement reached between Staff and Atkinson and approved an Order releasing Atkinson from the Amended Undertakings and requiring Atkinson to comply with a new undertaking;

AND WHEREAS counsel for Black filed a signed consent of all parties to reschedule the confidential pre-hearing conference of October 21, 2013 to Wednesday, October 23, 2013;

AND WHEREAS a confidential pre-hearing conference was held on October 23, 2013 and the Commission heard submissions from counsel for Staff, counsel for Black, and from Boulton on his own behalf;

AND WHEREAS all parties agreed to adjourn the matter to a further confidential pre-hearing conference to be held on December 2, 2013 and to file any pre-hearing conference submissions no later than November 26, 2013;

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

IT IS HEREBY ORDERED THAT that this matter is adjourned to a confidential pre-hearing conference to be held on Monday, December 2, 2013 at 3:00 p.m and that any pre-hearing conference submissions be filed no later than Tuesday, November 26, 2013 at 5:00 p.m.

DATED at Toronto this 23rd day of October, 2013.

"Mary G. Condon"

2.2.7 1832 Asset Management L.P. – ss. 74(1), 144(1)

Headnote

Subsection 74(1) of the Securities Act (Ontario) – relief from the dealer registration requirement of paragraph 25(1)(a) of the Act granted to registered firm, its network of non-Ontario registered dealers and non-registered salespersons trading on behalf of an Ontario charitable foundation in connection with a charitable gift program.

Applicable Legislative Provisions

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

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

AND

**IN THE MATTER OF
1832 ASSET MANAGEMENT L.P.**

**ORDER
(Subsection 74(1) and Subsection 144(1))**

UPON the application (the **Application**) of 1832 Asset Management L.P. (the **Applicant**) to the Ontario Securities Commission (the **Commission**) for an order:

- (a) pursuant to subsection 144(1) of the Act, revoking the exemption order granted by the Commission to Goodman & Company, Investment Counsel Ltd. on February 9, 2010 (the **Previous Order**, as described below); and
- (b) pursuant to subsection 74(1) of the Act that the registration requirements contained in paragraph 25(1)(a) of the Act (the **Dealer Registration Requirements**) shall not apply to:
 - (i) the Applicant, and its network of dealers (the **Dealers**) when engaged in registrable activities on behalf of a public foundation (the **Foundation**, as described below) as part of the Dynamic Charitable Giving Fund program (the **Program**, as described below); and
 - (ii) the salespersons, investment representatives, consultants, or financial advisers (collectively, the **Representatives**) of the Dealers and the Ontario Dealers (as described in paragraphs 6 and 7 below) in respect of trading on behalf of the Foundation and the Program (paragraphs (a) and (b), together, the **Exemption Sought**);

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

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

The Foundation

1. The Foundation is an independent non-profit charitable organization with registered charitable status as a public foundation under the *Income Tax Act* (Canada) (the **Tax Act**). The head office of the Foundation is in Ontario.
2. The purpose of the Foundation is to support charities and other permitted entities as defined under the Tax Act (**Qualified Donees**) through charitable gifts received from donors. The Foundation has entered into agreements with the Applicant in respect of the management and administration of the donor advised charitable gift funds and in connection with the Program.

The Applicant

3. The Applicant, the manager of, among other funds, the Dynamic Funds™ (the **Dynamic Funds**), is an Ontario limited partnership, which is wholly-owned, indirectly, by The Bank of Nova Scotia (**BNS**). The general partner of the Applicant is 1832 Asset Management G.P., an Ontario corporation wholly-owned directly by BNS with its head office in Ontario.

4. The Applicant is registered as (i) a portfolio manager in all of the provinces of Canada, and in the Yukon; (ii) an exempt market dealer in all of the provinces of Canada (except Prince Edward Island and Saskatchewan); (iii) an investment fund manager in Ontario, Quebec, and Newfoundland and Labrador; and (iv) a commodity trading manager in Ontario.
5. The Applicant is not a registered mutual fund dealer or investment dealer in Ontario and does not have an internal team of Representatives to serve as its sales force. Instead the Applicant relies upon the Dealers and Ontario Dealers, a diversified network of Representatives and their sponsoring mutual fund dealer or investment dealer firms to distribute its products.

The Dealers and the Representatives

6. Each Dealer undertaking registrable activities on behalf of the Foundation will be registered in one or more provinces or territories in Canada (excluding Ontario) as a mutual fund dealer or investment dealer, as the case may be, and will be a member of either the Mutual Fund Dealers Association (**MFDA**) or the Investment Industry Regulatory Organization of Canada (**IIROC**).
7. Each Ontario Dealer undertaking registrable activities on behalf of the Foundation will be registered in Ontario and in one or more provinces or territories in Canada as a mutual fund dealer or investment dealer, as the case may be, and will be a member of either the MFDA or IIROC.
8. Each of the Representatives undertaking registrable activities on behalf of the Foundation will be registered as either an MFDA Approved Person or an IIROC Registered Representative.
9. Each Dealer, Ontario Dealer and Representative undertaking registrable activities on behalf of the Foundation is registered in the appropriate category in the jurisdiction of residence of the Donor (defined below) in respect of which the registrable activities are undertaken. Representatives of the Ontario Dealers are not registered in Ontario.

The Program

10. Prospective charitable donors to the Foundation will, prior to making a donation, receive a program guide (a **Program Guide**) which will outline the details of the operation of the Program and any fees or expenses associated with the Program.
11. Donors make an irrevocable charitable gift of cash, securities, insurance or segregated funds to the Foundation (a **Donor**) and receive a tax receipt generally equal to the cash amount or fair market value of the securities donated to the Foundation. Securities donated to the Foundation will be liquidated through an investment dealer affiliated with the Applicant.
12. The Foundation will deposit the proceeds of each Donor's gift into an individual account which it will open with an investment dealer (each, an **Account**). Donors may also make subsequent gifts to the Foundation under the Program from time to time.
13. Each Account will be opened in the name of the Foundation in a manner in which the Donor can be identified. The Donor, or his/her successor or designate, will be responsible for providing the Foundation with recommendations regarding the disbursements from the Account to Qualified Donees.
14. In order to comply with the Tax Act, the Program will require that all gifts to the Foundation held in the Account are disbursed to Qualified Donees in accordance with the disbursement quotas established under the Tax Act, or held as required under the Tax Act. In particular, any property held in the Account which is "enduring property" as defined in subparagraph (c) of section 149.1(1) of the Tax Act (also known as a "ten year gift"), will be held for the required ten year period or expended strictly in accordance with any applicable exemption permitted by the Tax Act.
15. Legislation applicable to the Foundation requires that all donated assets be invested in accordance with the "prudent investor" standard. In accordance with this requirement, the Foundation will pre-select a list of mutual funds and portfolio mandates for managed accounts offered by the Applicant under the Program (the **Eligible Investment Vehicles**). Every Account opened as a result of a donation under the Dynamic Charitable Giving Fund Program will be restricted to investments in one or more Eligible Investment Vehicles. Each of the Eligible Investment Vehicles is expected to be a well-diversified balanced portfolio. The Donor will be provided an opportunity to express to the Foundation his or her preference (if any) regarding which Eligible Investment Vehicles the Account should be invested in from time to time.

16. In the event that an Eligible Investment Vehicle is a mutual fund, the mutual fund will be qualified by way of a prospectus in accordance with National Instrument 81-101 *Mutual Fund Prospectus Disclosure* and available for distribution in Ontario and the province or territory in which the Donor resides.
17. The Representative that solicits the Donor's gift to the Foundation will initially service the Account set up with the proceeds of that Donor's gift and may also have an ongoing relationship with the Donor. The Representative may make a recommendation to the Donor as to the initial choice of Eligible Investment Vehicle and may subsequently recommend changes to the choice of Eligible Investment Vehicle.
18. Donors are able to deal directly with the Foundation. Where the Foundation deals directly with a Donor with respect to the Donor's gift, the Foundation will initially set up the Account through an affiliate Dealer or Ontario Dealer of the Applicant.
19. The Foundation will have final authority over all investment decisions in each Account, except Accounts that are opened as managed accounts. In particular, after receiving the preferences of a Donor, the Foundation will make all final decisions on investments for the Account, and will send trading instructions to the Representative servicing that Account.
20. In the case where an Account is a managed account, investment decisions will be made by the Representative responsible for the Account, in accordance with the investment objectives of the Account pursuant to the portfolio mandate(s) selected by the Donor as an Eligible Investment Vehicle. The Foundation has the ability to select another Representative to manage the managed account. Each Representative exercising discretionary authority over an Account that is a managed account will be appropriately qualified to provide portfolio management services.
21. The Applicant will deliver trade confirmations and account statements (**Account Statements**) to the Foundation with respect to each Account as required under the securities legislation in the jurisdiction where such Account is located. The Applicant will make a copy of any or all Account Statements available to the applicable Donor upon request. The Foundation will deliver a quarterly donor statement to each Donor.
22. The Application has been submitted by the Applicant in connection with a proposed internal reorganization of BNS's asset management business (the **Reorganization**).
23. The Reorganization is structured as an internal consolidation of the asset management business currently conducted by certain affiliated BNS entities, namely, GCIC Ltd. (**GCIC**), WaterStreet Family Capital Counsel Inc. and CPA Securities Inc. – each of which is wholly-owned directly or indirectly by BNS – into the Applicant. Under the Reorganization, the asset management business conducted by GCIC at the time of the Reorganization will be transferred to the Applicant. The closing date of the Reorganization is November 1, 2013 (the **Completion Date**).
24. If the Reorganization is completed as contemplated, GCIC will cease to carry on registrable business and will have its various registrations under the Legislation revoked. Thereafter, the business of GCIC will be carried on by the Applicant as a separate division of the Applicant.
25. GCIC (formerly Goodman & Company, Investment Counsel Ltd.) was granted identical relief under an Order dated February 9, 2010 by the Ontario Securities Commission (the **Previous Order**).
26. The Reorganization does not involve an amalgamation.
27. As a result of the Reorganization, the Applicant will require the Exemption Sought as the Previous Order is not available to the Applicant. The Applicant is not able to rely on the Previous Order since the Reorganization does not involve an amalgamation and therefore the Previous Order does not flow through to the Applicant.

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

IT IS ORDERED, effective on the Completion Date, pursuant to subsection 144(1) of the Act, that the Previous Order is revoked;

IT IS FURTHER ORDERED, pursuant to subsection 74(1) of the Act, effective on the Completion Date, that the Dealer Registration Requirements shall not apply to the Representatives, the Applicant or the Dealers in respect of registrable activities undertaken on behalf of the Foundation in connection with the Program, provided that:

- (a) each Dealer, Ontario Dealer and Representative undertaking registrable activities on behalf of the Foundation is registered in the appropriate category in the jurisdiction of residence of the Donor in respect of which the registrable activities are undertaken;

Decisions, Orders and Rulings

- (b) each Dealer and Ontario Dealer undertaking registrable activities on behalf of the Foundation is a member of either the MFDA or IIROC;
- (c) each Representative undertaking registrable activities on behalf of the Foundation shall be either an MFDA Approved Person or an IIROC Registered Representative;
- (d) each Representative exercising discretionary authority over a managed account in connection with the Program will be appropriately qualified to provide portfolio management services;
- (e) all fees, expenses and commissions related to the Program will be fully disclosed in the Program Guide, or equivalent document, and the Program Guide, or equivalent document, shall be provided to every Donor by the Applicant or the applicable Representative prior to the Donor making a gift to the Foundation;
- (f) the Donor making a gift to the Foundation receives a duplicate copy of any or all Account Statements delivered to the Foundation by the Applicant upon request; and
- (g) the Foundation delivers a quarterly donor statement to each Donor.

October 25, 2013

“Edward Kerwin”
Commissioner
Ontario Securities Commission

“Vern Krishna”
Commissioner
Ontario Securities Commission

2.2.8 Scotia Institutional Asset Management US, Ltd. – ss. 74(1) and 144 of the Act and ss. 78(1), 80 of the CFA

Headnote

U.S. registered investment adviser exempted from the adviser registration requirement of the Act and the Commodity Futures Act (Ontario) in connection with its acting as adviser to clients that are resident in the U.S. or other jurisdictions outside of Canada – Advising representatives acting on behalf of the U.S. adviser also exempted, provided they act through the U.S. adviser and the advising representatives are also registered representatives of registered investment adviser parent company – Both the U.S. adviser and advising representative are required to comply with the securities law of the U.S. or other foreign jurisdiction.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 25(3), 74(1), 144(1).

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

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

AND

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

AND

**IN THE MATTER OF
SCOTIA INSTITUTIONAL ASSET MANAGEMENT US,
LTD.**

**ORDER
(Subsections 74(1) and 144(1) of the Act and
Section 80 and Subsection 78(1) of the CFA)**

Background

The Ontario Securities Commission (the **Commission**) has received an application from Scotia Institutional Asset Management US, Ltd. (**SIAM** or the **Filer**) for a decision under:

- (a) subsection 144(1) of the Act and subsection 78(1) of the CFA, revoking the exemption order granted by the Commission to Goodman & Company N.Y. Ltd. on October 25, 2011 (the **Original Order**, as described below);

- (b) subsection 74(1) of the Act for an exemption from the adviser registration requirement in subsection 25(3) of the Act; and

- (c) section 80 of the CFA for an exemption from the adviser registration requirement in subsection 22(1)(b) of the CFA;

with respect to SIAM, and certain individuals (the **SIAM Representatives**) who act as advising representatives on behalf of SIAM and, at the relevant times, are registered to act as advising representatives on behalf of 1832 Asset Management LP (**1832**), under the Act or the CFA, as applicable (the **Requested Relief**).

Representations

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

1. 1832 is an Ontario limited partnership, which is wholly-owned, indirectly, by the Bank of Nova Scotia (**BNS**). The general partner of 1832 is 1832 Asset Management G.P., an Ontario corporation wholly-owned, directly, by BNS with its head office in Ontario.
2. 1832 is registered as (i) a portfolio manager in all of the provinces of Canada, and in the Yukon; (ii) an exempt market dealer in all of the provinces of Canada (except Prince Edward Island and Saskatchewan); (iii) an investment fund manager in Ontario, Quebec, and Newfoundland and Labrador; and (iv) a commodity trading manager in Ontario.
3. 1832 manages discretionary assets on behalf of mutual funds, institutions, foundations, endowments, and private clients. 1832 is the investment fund manager and/or portfolio adviser and, for funds organized as trusts, the trustee, of open-ended mutual fund trusts or corporations and closed end funds.
4. SIAM is wholly-owned, directly, by GCIC Ltd. (**GCIC**) and has its head office in Toronto, Ontario. SIAM is not registered under the Act or the CFA. GCIC is wholly-owned, indirectly, by BNS. SIAM is registered as an investment adviser with the United States Securities and Exchange Commission. SIAM was formerly named Goodman & Company N.Y. Ltd.
5. SIAM was established to offer DundeeWealth Inc.'s (**Dundee Wealth**) investment capabilities to funds domiciled in the U.S. and in other non-Canadian jurisdictions and, through managed accounts, to high net worth retail and institutional clients located in the U.S. and in other non-Canadian jurisdictions prior to Dundee Wealth's acquisition by BNS.

6. The SIAM Representatives provide portfolio management services in respect of various Canadian-domiciled hedge funds and other funds, as well as Canadian domiciled and non-Canadian domiciled accounts in their capacity as advising representatives of 1832. 1832 does not advise on any accounts domiciled in the U.S nor does any SIAM Representative, in his or her capacity as an advising representative of 1832, advise any accounts domiciled in the U.S.
7. SIAM Representatives also provide portfolio management services in respect of various U.S. and other non-Canadian domiciled funds and U.S. and other non-Canadian domiciled accounts in their capacity as advising representatives of SIAM (the **SIAM Non-Canadian Clients**).
8. None of the SIAM Representatives will act on behalf of SIAM for a SIAM Non-Canadian Client in the Province of Ontario unless the SIAM Representative is, at the relevant time, registered under the Act as an advising representative of 1832 or under the CFA as an advising representative of 1832, as applicable, and 1832 in turn is registered as a portfolio manager under the Act or as a commodity trading manager under the CFA, as applicable.
9. SIAM and SIAM Representatives will comply with all registration and other requirements of applicable securities legislation and commodity futures legislation in the jurisdiction of the SIAM Non-Canadian Clients.
10. The SIAM Representatives will be subject to supervision by, and the applicable compliance requirements of, the Filer and are subject to those of 1832 in their capacity as advising representatives of 1832.
11. SIAM Non-Canadian Clients will not also be clients of 1832.
12. All SIAM Non-Canadian Clients will be provided with disclosure that explains the relationship between SIAM and 1832 and that 1832 is not responsible for the SIAM Non-Canadian Clients.
13. All SIAM Representatives will have business cards and letterhead which identify them to the SIAM Non-Canadian Clients as working on behalf of SIAM and all communication by the SIAM Representatives with SIAM Non-Canadian Clients will be through SIAM.
14. To avoid client confusion with respect to 1832, the account documentation, including if necessary account statements, performance reporting, contracts and disclosure documents, of SIAM will clearly identify SIAM as the adviser to the SIAM Non-Canadian Clients.
15. SIAM Non-Canadian Clients will also be advised at the time they enter into an advising relationship with SIAM that if they relocate to a Canadian jurisdiction, their accounts will have to be transferred to 1832 or another portfolio manager or commodity trading manager, as applicable, that is appropriately registered or relying on an exemption from registration in the Canadian jurisdiction.
16. Goodman & Company N.Y. Ltd. was granted exemptive relief corresponding to the Requested Relief, under an order of the Ontario Securities Commission dated October 25, 2011 (the **Original Order**).
17. The Requested Relief by SIAM is in connection with an internal reorganization of BNS's asset management business (the **Reorganization**), to be effective November 1, 2013 (the **Completion Date**).
18. The Reorganization is structured as an internal consolidation of the asset management business currently conducted by certain affiliated BNS entities, namely, GCIC, WaterStreet Family Capital Counsel Inc. and CPA Securities Inc. – each of which is wholly-owned directly or indirectly by BNS – into 1832.
19. If the Reorganization is completed as contemplated, GCIC will cease to carry on registerable business and will have its various registrations under the Legislation revoked. Thereafter, the business of GCIC will be carried on by a separate division of 1832.
20. As a result of the Reorganization, the Filer will require the Requested Relief as the Original Order is not available to the Filer. The Filer is not able to rely on the Original Order since the Reorganization does not involve an amalgamation and, therefore, the references in the Original Order do not flow automatically through to 1832 and the Filer would be unable to comply with the conditions of the Original Order.
21. The Filer is, to the best of its knowledge, not in default of the securities legislation of Ontario.

Order

The Commission is satisfied that it would not be prejudicial to the public interest for it to grant the Requested Relief, and the Commission rules that the Requested Relief is granted, effective on the Completion Date, provided that:

- (a) in acting as an adviser to a SIAM Non-Canadian Client, SIAM, and the SIAM Representatives acting on its behalf, comply with all applicable registration and other requirements of the securities legislation and commodity futures legis-

- lation of the jurisdiction of the SIAM Non-Canadian Client;
- (b) in acting as an adviser to a SIAM Non-Canadian Client, SIAM acts only through SIAM Representatives;
 - (c) the Filer and 1832 remain affiliates and 1832 is registered as a portfolio manager under the Act and as a commodity trading manager under the CFA; and
 - (d) each SIAM Representative, when acting as an adviser to a SIAM Non-Canadian Client on behalf of SIAM, is registered under the Act as an advising representative of 1832 or under the CFA as an advising representative of 1832, as applicable.

October 25, 2013

“Edward Kerwin”
Commissioner
Ontario Securities Commission

“Vern Krishna”
Commissioner
Ontario Securities Commission

2.2.9 Tiger Resources Limited

Headnote

Subsection 1(10) of the Securities Act – Application by a reporting issuer for an order that it is not a reporting issuer – To the knowledge of the reporting issuer, and based on diligent enquiry, residents of Canada (i) do not directly or indirectly beneficially own more than 2% of each class or series of outstanding securities of the reporting issuer worldwide, and (ii) do not directly or indirectly comprise more than 2% of the total number of shareholders of the reporting issuer worldwide – Issuer only attracted a *de minimis* number of Canadian investors and the daily average volume of trading of the issuer's ordinary shares in the 12 months prior to de-listing from the TSX accounted for less than 0.2% of the issuer's worldwide daily trading volumes – Issuer is subject to Australian securities law and requirements of the Australian Stock Exchange – Issuer has undertaken that it will concurrently deliver to its Canadian securityholders all disclosure material it is required under Australian reporting requirements to deliver to Australian resident securityholders – Issuer has provided notice through a press release that it has submitted an application to cease to be a reporting issuer in Ontario.

Applicable Legislative Provisions

Securities Act (Ontario), s. 1(10)(a)(ii).

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

AND

**IN THE MATTER OF
TIGER RESOURCES LIMITED
(THE "FILER")**

ORDER

UPON the Director having received an application from the Filer for an order under subparagraph 1(10)(a)(ii) of the Act that the Filer is not a reporting issuer in Ontario (the "**Requested Order**");

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

AND UPON the Filer representing to the Commission as follows:

1. The Filer was incorporated under the laws of Australia on January 31, 1997.
2. The registered and head office of the Filer is located at Level 1, 1152 Hay Street, West Perth, WA 6005, Australia.
3. The Filer is authorized to issue an unlimited number of ordinary shares ("**Ordinary Shares**"). As of September 16, 2013, there were 674,770,269 Ordinary Shares issued and outstanding.
4. As of September 16, 2013, there were also 7,975,000 options ("**Options**") and 5,612,718 performance rights ("**Performance Rights**") issued and outstanding. Options and Performance Rights are only held by a small number of employees of the Filer, each of whom is well-known to the Filer. To the Filer's knowledge, no Options or Performance Rights are held by Canadian residents.
5. The Filer is a reporting issuer in Ontario and is not a reporting issuer in any other jurisdiction in Canada.
6. The Filer's Ordinary Shares were previously listed on the Toronto Stock Exchange ("**TSX**"), but at the request of the Filer, were voluntarily delisted from the TSX effective at the close of business on April 30, 2013. Following delisting from the TSX, the Filer closed its Canadian share register.
7. The Filer's Ordinary Shares are listed on the Australian Securities Exchange (the "**ASX**") (official listing date was May 8, 1997) and trade under the symbol "TGS".

8. None of the Filer's securities are listed, traded or quoted on a marketplace in Canada (as that term is defined in National Instrument 21-101 *Marketplace Operation*) and the Filer does not intend to have its securities listed, traded or quoted on such a marketplace in Canada.
9. In the last twelve months, the Filer has not conducted any offerings, whether by way of a prospectus offering or a private placement, of its securities in Canada, nor does the Filer currently intend to conduct any offerings, whether by way of a prospectus offering or a private placement, of its securities in Canada. The Filer has not taken any steps to create a market for its securities in Canada since its Ordinary Shares were delisted from the TSX. The Filer has only ever attracted a *de minimis* number of Canadian investors and the daily average volume of trading of the Ordinary Shares in the 12 months prior to delisting from the TSX was approximately 66,656 Ordinary Shares, which accounted for less than 0.2% of the Filer's worldwide daily trading volumes. In contrast, the daily average volume of trading on the ASX for the same period represented approximately 34,102,846 shares.
10. The Filer is not in default of any of the requirements of the Legislation, the Australian Reporting Requirements (as defined below), or any other securities or corporate legislation to which it is subject.
11. In support of the representations in paragraph 12 below, the Filer makes the following representations:
 - (a) The Filer engaged the services of Orient Capital Pty Ltd ("**Orient**"), an independent advisory firm that is the largest analyser of share registers globally and the dominant provider of equity ownership analytics in multiple markets, for the purposes of ascertaining the representation of Canadian resident beneficial holders on the Filer's share register. Orient obtained access to the Filer's complete share register of almost 4,000 registered shareholders (as at July 31, 2013) and undertook the following review process:
 - (i) Orient analysed the top 20 registered shareholders, which represented just over 75% of the total number of Ordinary Shares of the Filer. Orient advised the Filer that the top 20 registered shareholders generally include the vast majority of custodian nominees normally used by institutional investors, fund managers and international investors. Pursuant to governing Australian legislation, Orient, on behalf of the Filer, sent tracing notices to the top 20 registered shareholders (irrespective of residence) recognized as custodians, nominees or brokers. Recipients of tracing notices are legally required to disclose the underlying beneficial ownership/relevant interest holders to the Filer. Orient noted that in cases where Canadian resident custodians, nominees or brokers could not disclose the name and address details of the beneficial owner/relevant interest holders under their custody (due to Canadian privacy laws), Orient obtained a generic breakdown of the number of beneficial holders under their custody, together with the total number of Ordinary Shares held by each beneficial holder and the Canadian jurisdiction in which such beneficial holder resides. In cases where the custodians, nominees and brokers did not provide a breakdown of Canadian jurisdiction of residence, Orient recorded the Canadian jurisdiction where the custodian is resident. From this information, Orient provided the Filer with its determination regarding the number and shareholdings of Canadian beneficial owners or relevant interest holders (i.e. investment managers resident in Canada) represented by the top 20 registered shareholders;
 - (ii) In addition to examining and reporting on Canadian beneficial shareholdings represented in the top 20 registered shareholders, Orient also conducted an in-depth review of the Filer's entire share register, including shareholders outside of the top 20.
 - (iii) Orient reviewed each of the names on the register against their experience in the Australian market and their specific experience with the Filer's register obtained from having conducted a monthly register analysis for the past period of time. Orient identified and extracted registered shareholders with a Canadian address, which exercise yielded six holders with Canadian addresses holding an aggregate of 430,885 Ordinary Shares (representing approximately 0.06% of outstanding Ordinary Shares as at July 31, 2013). Orient also assessed nominee holders and custodians outside the top 20 with a view to judging whether there were any reasonable grounds for thinking that Canadian resident shareholders might be represented by such nominees or custodians and concluded there were no such reasonable grounds;
 - (iv) Orient combined the data obtained from the above and provided a written report to the Filer of its determination regarding the representation of Canadian resident beneficial holders on the Filer's share register, as set out in paragraph 12, below; and
 - (b) The Filer's Managing Director, Chief Financial Officer and Company Secretary also each reviewed the Filer's entire register of shareholders to satisfy themselves that Orient's determination as to the representation of Canadian resident beneficial holders on the Filer's share register was reasonable.

The Filer believes that these inquiries were reasonable in the circumstances.

12. As at July 31, 2013, the Filer had 3,995 registered shareholders, and based on the diligent inquiries described above, to the best of the Filer's information, knowledge and belief:
 - (a) 8,059,743 Ordinary Shares of the Filer were beneficially held by Canadian residents, representing 1.19% of the total number of outstanding Ordinary Shares of the Filer;
 - (b) there are 70 Canadian resident beneficial shareholders, representing approximately 1.75% of its total number of holders of Ordinary Shares worldwide; and
 - (c) accordingly, as at July 31, 2013, residents of Canada:
 - (i) do not beneficially own, directly or indirectly, more than 2% of each class or series of issued and outstanding securities of the Filer worldwide; and
 - (ii) do not directly or indirectly comprise more than 2% of the total number of holders of issued and outstanding securities of the Filer worldwide.
13. The Filer is subject to the reporting requirements of the ASX and the Australian *Corporations Act, 2001 (Cth)* (together, the Australian Reporting Requirements). The Australian Reporting Requirements are similar in nature and scope to the reporting requirements under National Instrument 51-102 *Continuous Disclosure Obligations (NI 51-102)*.
14. During the time the Filer has been a reporting issuer in Ontario, the Filer has been a designated foreign issuer pursuant to, and has complied with, National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers (NI 71-102)*.
15. Pursuant to NI 71-102, the Filer is deemed to have complied with most continuous disclosure requirements under NI 51-102 by complying with the Australian Reporting Requirements, filing on SEDAR the equivalent disclosure documents required to be filed or furnished to the regulatory authorities pursuant to the Australian Reporting Requirements and sending to shareholders in Canada the same documents it sends to its shareholders pursuant to the Australian Reporting Requirements, in the same manner and at the same time, or as soon as practicable after, it sends such documents to its shareholders pursuant to such requirements.
16. The Filer has provided advance notice to Canadian resident securityholders in a news release dated September 18, 2013 that it has applied to securities regulatory authorities for a decision that it is not a reporting issuer in Canada and, if that decision is made, the Filer will no longer be a reporting issuer in any jurisdiction of Canada.
17. The Filer undertakes to concurrently deliver to its Canadian resident shareholders all disclosure material that it would be required by Australian Reporting Requirements to deliver to Australian resident shareholders. Disclosure material is also available under the Filer's profile on the ASX website at www.asx.com.au.
18. The Filer will not be a reporting issuer or the equivalent in any jurisdiction in Canada immediately following an order from the Commission that the Filer is not a reporting issuer in Ontario.

AND UPON the Commission being satisfied that it would not be prejudicial to the public interest.

IT IS HEREBY ORDERED pursuant to subparagraph 1(10)(a)(ii) of the Act that, for the purposes of Ontario securities law, the Filer is not a reporting issuer.

DATED this 25th day of October, 2013.

"Vern Krishna"
Commissioner

"Edward P. Kerwin"
Commissioner

2.2.10 Children's Education Funds Inc.

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

AND

**IN THE MATTER OF
CHILDREN'S EDUCATION FUNDS INC.**

ORDER

WHEREAS on September 14, 2012, the Ontario Securities Commission (the "Commission") ordered pursuant to subsections 127(1) and (5) of the *Securities Act*, R.S.O. 1990, c. S.5 as amended (the "Act") and with the consent of Children's Education Funds Inc. ("CEFI") that the terms and conditions (the "Terms and Conditions") set out in Schedule "A" to the Commission order dated September 14, 2012 be imposed on CEFI (the "Temporary Order");

AND WHEREAS on September 14, 2012, the Commission ordered that the Temporary Order shall take force immediately and shall expire on the fifteenth day after its making unless extended by order of the Commission and ordered that the matter be brought back before the Commission on September 26, 2012 at 10:00 a.m.;

AND WHEREAS on September 20, 2012, the Commission issued a Notice of Hearing pursuant to section 127 in respect of a hearing to be held on September 26, 2012 at 10:00 a.m. to consider whether, in the opinion of the Commission, it was in the public interest, pursuant to subsections 127(7) and (8) of the Act to extend the Temporary Order;

AND WHEREAS on September 26, 2012, Staff of the Commission ("Staff") filed with the Commission the Affidavit of Maria Carelli sworn September 18, 2012 in support of the extension of the Temporary Order;

AND WHEREAS on September 26, 2012, the Commission ordered, with the consent of CEFI, that the Temporary Order against CEFI be extended until December 7, 2012 and the matter be brought back before the Commission on December 6, 2012 at 10:00 a.m.;

AND WHEREAS the Terms and Conditions of the Temporary Order required CEFI to retain a consultant (the "Consultant") to prepare and assist CEFI in implementing plans to strengthen their compliance systems and to retain a monitor (the "Monitor") to review all applications of new clients and contact new clients as set out in the Terms and Conditions;

AND WHEREAS CEFI retained Compliance Support Services Inc. ("Compliance Support") as both its Monitor and its Consultant;

AND WHEREAS Compliance Support filed its Consultant's plan on October 2, 2012 and filed an

addendum to Consultant's plan with the OSC Manager on November 12, 2012;

AND WHEREAS on December 6, 2012, Staff filed an Affidavit of Lina Creta sworn December 3, 2012 setting out the monitoring and consulting work completed to date by Compliance Support;

AND WHEREAS on December 6, 2012, the Commission approved a revised monitoring regime which consisted of a review of a random sample of 50% of applications from new clients of CEFI with an income less than \$50,000 and a random sample of 10% of applications from new clients with an income greater than \$50,000 for the purpose of ensuring adequate KYC Information in order to determine suitability of the investment and should the Monitor not be satisfied with the KYC Information for this purpose, to contact the new client;

AND WHEREAS on December 6, 2012, the Commission ordered, with the consent of CEFI that the Temporary Order be extended to March 1, 2013 and the hearing be adjourned to February 28, 2013 at 10:00 a.m. for the purpose of providing the Commission with an update on the work completed by the Monitor and the Consultant and to consider whether any changes are required to the Terms and Conditions;

AND WHEREAS on February 28, 2013, the Commission ordered, with the consent of CEFI that: (i) the terms of the monitoring be varied as set out in paragraph 5 of the Terms and Conditions; and (ii) the Temporary Order be extended to May 13, 2013; and (iii) the hearing be adjourned to May 10, 2013;

AND WHEREAS on May 10, 2013, the Commission ordered, with the consent of CEFI that: (i) as at the close of business on May 10, 2013, the role and activities of the Monitor be suspended; (ii) the Temporary Order be extended to July 22, 2013; and (iii) the hearing be adjourned to July 19, 2013 at 10:00 a.m.;

AND WHEREAS on July 19, 2013, the Commission ordered, with the consent of CEFI that: (i) paragraphs 4, 5, 6, 7, 8, 9, 10 and 11 of the Terms and Conditions be deleted; (ii) paragraph 12 of the Terms and Conditions be deleted and replaced with a new paragraph; (iii) the Temporary Order be extended to August 28, 2013; and (iv) the hearing be adjourned to August 26, 2013 at 10:00 a.m.;

AND WHEREAS on August 26, 2013, the Commission ordered, with the consent of CEFI that: (i) the Temporary Order as amended by Commission Order dated July 19, 2013 be extended to September 23, 2013; (ii) the hearing be adjourned to September 20, 2013 at 10:00 a.m.; and (iii) the hearing date of August 26, 2013 at 10:00 a.m. be vacated;

AND WHEREAS on September 20, 2013, the Commission ordered, with the consent of CEFI that: (i) the Temporary Order be extended to October 24, 2013; and (ii) the hearing be adjourned to October 21, 2013 at 2:00 p.m.;

AND WHEREAS on October 21, 2013, Staff filed an affidavit of Lina Creta sworn October 21, 2013 which updated the Commission on Staff's dealings with CEFI and the Consultant since the last appearance;

AND WHEREAS on October 21, 2013, the OSC Manager testified concerning information requested by Staff from the Consultant on October 16, 2013, and counsel for Staff and counsel for CEFI made submissions with respect to the Temporary Order and information requested by Staff;

AND WHEREAS the Commission considers that it is in the public interest to make this Order:

IT IS HEREBY ORDERED pursuant to section 127 of the Act that:

1. paragraphs 1, 2, 3 and 12.1 of the Terms and Conditions are deleted, leaving paragraph 13 as the only remaining paragraph in the Terms and Conditions;
2. the Temporary Order is extended to November 29, 2013 or until such further order of the Commission; and
3. the hearing is adjourned to November 26, 2013 at 2:00 p.m.

DATED at Toronto this 21st day of October, 2013.

"James E. A. Turner"

2.2.11 Systematech Solutions Inc. et al. – s. 127(1)

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

AND

**IN THE MATTER OF
SYSTEMATECH SOLUTIONS INC.,
APRIL VUONG AND HAO QUACH**

ORDER

(Subsection 127(1) of the Securities Act)

WHEREAS on October 31, 2012, the Ontario Securities Commission (the "Commission") issued a Notice of Hearing pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") (the "Notice of Hearing") in connection with a Statement of Allegations dated October 31, 2012, filed by Staff of the Commission ("Staff"), to consider whether it is in the public interest to make certain orders against Systematech Solutions Inc., ("Systematech"), April Vuong ("Vuong") and Hao Quach ("Quach") (collectively, the "Respondents");

AND WHEREAS on December 11, 2012, Staff and counsel for the Respondents appeared before the Commission and made submissions;

AND WHEREAS on December 11, 2012, counsel for the Respondents advised that he accepted service of the Notice of Hearing and the Statement of Allegations dated October 31, 2012 on behalf of the Respondents;

AND WHEREAS on December 11, 2012, Staff advised that it provided electronic disclosure to counsel for the Respondents on November 21, 2012;

AND WHEREAS on December 11, 2012, the Commission extended a temporary cease trade order with respect to the Respondents until the conclusion of the proceeding, including the sanctions hearing, if any, and ordered that a confidential pre-hearing conference take place on February 20, 2013;

AND WHEREAS on December 13, 2012, the Commission issued an Amended Notice of Hearing pursuant to subsection 127(1) and section 127.1 of the Act in connection with the Statement of Allegations dated October 31, 2012 and counsel for the Respondents advised that he accepted service of the Amended Notice of Hearing;

AND WHEREAS on February 20, 2013, a confidential pre-hearing conference was held and Staff and counsel for the Respondents appeared before the Commission and made submissions;

AND WHEREAS on February 20, 2013, the Commission ordered that: (i) the hearing on the merits will start on November 4, 2013 at 10:00 a.m. and continue on

November 6, 7, 8, 11, 12, 13, 14, 15 and 18, 2013; and (ii) another confidential pre-hearing conference will take place on September 4, 2013 at 10:00 a.m. or on such other date or time set by the Office of the Secretary and agreed to by the parties;

AND WHEREAS on August 21, 2013, the Commission ordered on the consent of the parties that: (i) the confidential pre-hearing conference be adjourned from September 4, 2013 at 10:00 a.m. to September 12, 2013 at 2:00 p.m.;

AND WHEREAS on September 12, 2013, a confidential pre-hearing conference was held and Staff and counsel for the Respondents appeared before the Commission and made submissions;

AND WHEREAS on September 12, 2013, the Commission ordered that another confidential pre-hearing conference will take place on October 15, 2013 at 2:00 p.m. or such other date or at such other time as set by the Office of the Secretary and agreed to by the parties;

AND WHEREAS on October 15, 2013, a confidential pre-hearing conference was held and Staff and counsel for the Respondents appeared before the Commission and made submissions;

AND WHEREAS on October 21, 2013, the confidential pre-hearing conference continued and Staff and counsel for the Respondents appeared before the Commission and made submissions;

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

IT IS HEREBY ORDERED that the confidential pre-hearing conference will continue on October 28, 2013 at 11:30 a.m. or such other date or at such other time as set by the Office of the Secretary and agreed to by the parties.

DATED at Toronto this 24th day of October, 2013.

“James E. A. Turner”

2.2.12 CMEG Exchanges – s. 47 of the Act and ss. 38, 80 of the CFA

Headnote

Section 147 of the Securities Act (OSA) and sections 38 and 80 of the Commodity Futures Act (CFA) – exemption from: (1) the requirement for each CMEG Exchange to be recognized as an exchange under section 21 of the OSA; (2) the requirement for each CMEG Exchange to be registered as a commodity futures exchange under section 15 of the CFA; and (3) the registration requirement of section 22 of the CFA with respect to trades in contracts on the CMEG Exchanges by "hedgers", as defined in the CFA.

Statutes Cited

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

Rules Cited

Ontario Securities Commission Rule 91-503 Trades in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchanges Situate Outside of Ontario (1997) 20 OSCB 1739.

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

AND

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

AND

**IN THE MATTER OF
CHICAGO MERCANTILE EXCHANGE INC.,
BOARD OF TRADE OF THE CITY OF CHICAGO, INC.,
COMMODITY EXCHANGE, INC.,
AND
NEW YORK MERCANTILE EXCHANGE, INC.**

ORDER

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

WHEREAS Chicago Mercantile Exchange Inc. (**CME**), Board of Trade of the City of Chicago, Inc. (**CBOT**), Commodity Exchange, Inc. (**COMEX**) and New York Mercantile Exchange, Inc. (**NYMEX**) (together, the **CMEG Exchanges**, and each individually, a **CMEG Exchange**) have filed an application dated August 2, 2013 (**Application**) with the Ontario Securities Commission (**Commission**) requesting:

- (a) an order pursuant to section 147 of the OSA exempting each of the CMEG Exchanges from the requirement to be recognized as an exchange under subsection 21(1) of the OSA;
- (b) an order pursuant to section 80 of the CFA exempting each of the CMEG Exchanges from the requirement to be registered as a commodity futures exchange under subsection 15(1) of the CFA (together with the requested order above, **Exchange Relief**); and
- (c) an order pursuant to section 38 of the CFA exempting trades in contracts on the CMEG Exchanges by a "hedger", as defined in subsection 1(1) of the CFA (**Hedger**), from the registration requirement under section 22 of the CFA (**Hedger Relief**);

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

AND WHEREAS the deemed rule titled *In the Matter of Trading in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchanges in the United States of America* provides that section 33 of the CFA does not apply to trades entered into a commodity futures exchanges designated by the United States (**U.S.**) Commodity Futures Trading Commission (**CFTC**) under the U.S. Commodity Exchange Act (**CEA**);

AND WHEREAS the CMEG Exchanges have not requested as part of the Application that the Exchange Relief apply to the operation of any trading system or platform that is a “swap execution facility” as defined in section 1a of the CEA, or to the provision of access to any such trading system or platform to prospective participants in Ontario;

AND WHEREAS the CMEG Exchanges have represented to the Commission that:

- 1.1 Each of CME, CBOT and NYMEX is a corporation organized under the laws of the State of Delaware in the U.S. and is a wholly-owned subsidiary of CME Group Inc. (**CMEG**), a publicly traded for-profit corporation organized under the laws of Delaware and listed for trading on the NASDAQ National Market. COMEX is a corporation organized under the laws of the State of New York in the U.S. and is a wholly-owned subsidiary of CMEG. CMEG is the ultimate parent company of each of the CMEG Exchanges;
- 1.2 CMEG is also the ultimate parent holding company of Board of Trade of Kansas City, Missouri, Inc. (**KCBT**), a corporation organized under the laws of the State of Missouri in the U.S. and a wholly owned subsidiary of CMEG. CMEG acquired KCBT pursuant to an acquisition transaction completed on November 30, 2012. Trades executed on KCBT began clearing at CME Clearing on April 15, 2013 and KCBT’s open outcry floor-trading operations migrated to CBOT on July 1, 2013. KCBT is not seeking the Exchange Relief and Hedger Relief requested by the CMEG Exchanges and will not provide access to Ontario Participants to its trading systems and facilities. If KCBT wishes to carry on business as an exchange or a commodity futures exchange in Ontario, it will seek similar exemptive relief from the Commission before doing so;
- 1.3 The CMEG Exchanges receive a majority of their revenue from clearing and transaction fees, which include electronic trading fees, surcharges for privately-negotiated transactions and other volume-related charges for contracts executed through the CMEG Exchanges’ trading venues;
- 1.4 CMEG, as the holding company for each of the CMEG Exchanges, has no operations of its own, does not have employees, relies upon the dividends declared and paid by its subsidiaries and has limited contractual arrangements. CME is the primary employer within the CMEG organization, with approximately 2,200 employees out of approximately 2,700 employees. Employees are employed elsewhere in the CMEG organization based upon the nature of the business, such as by CME Clearing Europe Limited, an indirect wholly-owned subsidiary of CMEG and the European clearing house for the CMEG Exchanges, and the particular office location, such as CMEG’s technology-focused Belfast office;
- 1.5 Each of CME, CBOT, COMEX and NYMEX is a designated contract market (**DCM**) within the meaning of that term under the CEA. The CMEG Exchanges are subject to regulatory supervision by the CFTC, a U.S. federal regulatory agency. The CMEG Exchanges are obligated under the CEA to give the CFTC access to all records unless prohibited by law or such records are subject to solicitor-client privilege. The CFTC reviews, assesses and enforces the CMEG Exchanges’ adherence to the CEA and the regulations thereunder on an ongoing basis, including the DCM core principles (**DCM Core Principles**) relating to the operation and oversight of the CMEG Exchanges’ markets, including financial resources, systems and controls, maintenance of an orderly market, execution and settlement of transactions, rule-making and investor protection;
- 1.6 CME is also regulated as a derivatives clearing organization (**DCO**) by the CFTC, which results in CME being subject to extensive regulation by the CFTC under its principles-based approach and requires CME to satisfy the requirements of the DCO core principles relating to CME’s activities as a DCO. Additionally, CME is deemed to be registered with the U.S. Securities and Exchange Commission (**SEC**) as a securities clearing agency, effective July 16, 2011, in accordance with certain provisions under subsection 763(b) of the *Dodd Frank Wall Street Reform and Consumer Protection Act*, and is therefore also subject to limited regulatory supervision by the SEC in connection with its offering of clearing services for single stock and narrow-based security index products;
- 1.7 The CFTC’s Division of Market Oversight, Market Compliance Section conducts regular in-depth reviews of each DCM’s ongoing compliance with CFTC regulations in order to enforce its rules, prevent market manipulation and customer and market abuses, and to ensure the recording and safe storage of trade information. The results of these rule enforcement reviews (**RERs**) are in most cases summarized in reports by the CFTC which are made available to the public and posted on the CFTC’s website. The most recent RER for CME and CBOT was completed in September of 2010 and the most recent RER for NYMEX and COMEX

- was completed in August of 2011, and the CFTC's reports of such RERs did not identify any material deficiencies;
- 1.8 The CMEG Exchanges together form the largest commodity futures exchanges in the world and provide customers with trading and execution services for a diverse range of exchange-traded futures and options on futures (**exchange-traded products**). The exchange-traded products relate to underlyings in various asset classes, including short-term interest rates (Eurodollar, Euribor, U.S. Treasury Bills), government bonds (U.S. Treasury Bonds and Notes), medium and long-term swap rates (U.S. Dollar), narrow-based equity indices (U.S.-related S&P, NASDAQ and DJIA indices and Nikkei indices), commodity index swaps (gold, crude oil, UBS commodity index) and a broad range of commodities (e.g., gold, silver, platinum, palladium, copper, steel and uranium, cocoa, coffee, corn, sugar, wheat, oats, soybeans, live cattle and butter). In addition, the CMEG Exchanges offer trading in freight futures, forwards and options, iron futures, options and swap futures, fertilizer swaps and electricity swap futures (collectively with all other exchange-traded products offered for trading on the CMEG Exchanges, the **CMEG Contracts**);
- 1.9 The CMEG Exchanges have a wide range of sophisticated customers comprised of both buy- and sell-side investors, including commercial and investment banks, corporations, pension funds, money managers, proprietary trading firms, hedge funds, commodity trading advisers, currency overlay managers, other institutional customers and individuals;
- 1.10 The CMEG Exchanges do not have any offices or maintain other physical installations in Ontario or any other Canadian province or territory, except for a CMEG marketing office in Calgary, Alberta whose activities are limited to marketing and development of energy products;
- 1.11 CME Globex is an electronic trading platform and also functions as the electronic central limit order book for each of the CMEG Exchanges. It is maintained and operated by CME on behalf of each of the CMEG Exchanges in connection with their respective DCM registrations;
- 1.12 As an electronic trading platform, CME Globex facilitates trading for users in the U.S. and foreign jurisdictions of exchange-traded products that are traded and executed on the CMEG Exchanges. CME Globex also facilitates trading of futures and options on futures on other exchanges, including: BM&FBOVESPA, Bursa Malaysia, the Dubai Mercantile Exchange and the Minneapolis Grain Exchange;
- 1.13 The CMEG Exchanges propose to offer access in Ontario to their trading systems and facilities, via CME Globex, to prospective participants in Ontario (**Ontario Participants**). To obtain direct access to the trading systems and facilities of the CMEG Exchanges, via CME Globex, an Ontario Participant must either be:
- (a) a "Member Firm", as defined in the rules of the CMEG Exchanges, that is also a "Clearing Member", as defined in the rules of the CMEG Exchanges (**CMEG Exchange Clearing Member**);
 - (b) a "Member" or "Member Firm", as defined in the rules of the CMEG Exchanges (collectively, **CMEG Exchange Members**), that has executed a customer connection agreement with CME through which the CMEG Exchange Member can transmit orders and trades directly into CME Globex with the guarantee of a CMEG Exchange Clearing Member; or
 - (c) a non-CMEG Exchange Member that has executed a customer connection agreement with CME through which the non-CMEG Exchange Member:
 - (i) can transmit orders and trades directly into CME Globex with the guarantee of a CMEG Exchange Clearing Member, and
 - (ii) is required, among other things, to comply with the rules of the CMEG Exchanges to which access is granted, when entering and executing transactions via CME Globex, and to comply with all applicable laws pertaining to the use of CME Globex (all such non-CMEG Exchange Members herein referred to as **Direct Access Users**);
- 1.14 Indirect access by Ontario Participants to the trading systems and facilities of the CMEG Exchanges, via CME Globex, may be facilitated via an order-routing arrangement between the Ontario Participant and a CMEG Exchange Clearing Member whereby orders of the Ontario Participant, as client of the CMEG Exchange Clearing Member, are routed through the CMEG Exchange Clearing Member onto a CMEG Exchange (**Order-Routing Client**);

- 1.15 The CMEG Exchanges expect that an Ontario Participant seeking direct access in accordance with above paragraph 0 (**Ontario User**) will be certain Canadian financial institutions (within the meaning of such term in subsection 1.1(3) of National Instrument 14-101 *Definitions*) and certain other market participants that have a head office or principal place of business in Ontario, such as (i) dealers that are engaged in the business of trading commodity futures in Ontario; (ii) utilities and other commercial enterprises that are exposed to risks attendant upon fluctuations in the price of a commodity; and (iii) institutional investors and proprietary trading firms. In each case, the CMEG Exchanges expect that Ontario Users will be (i) dealers that are engaged in the business of trading commodity futures and commodity options in Ontario, or (ii) Hedgers;
- 1.16 The CMEG Contracts fall within the definitions of “commodity futures contract” or “commodity futures option” as defined in section 1 of the CFA (collectively, **Commodity Futures**). As a result, each of the CMEG Exchanges is considered a “commodity futures exchange” as defined in section 1 of the CFA. Therefore the CMEG Exchanges are prohibited from carrying on business in Ontario unless they are registered or exempt from registration as a commodity futures exchange under subsection 15(1) of the CFA;
- 1.17 As the CMEG Exchanges intend to provide Ontario Participants with access in Ontario to their trading systems and facilities to trade the CMEG Contracts via CME Globex, the CMEG Exchanges are considered to be “carrying on business as commodity futures exchanges in Ontario”;
- 1.18 None of the CMEG Exchanges is registered with or recognized by the Commission as a commodity futures exchange under the CFA and no CMEG Contracts have been accepted by the Director (as defined in the OSA) under the CFA. As a result, CMEG Contracts are also considered “securities” under paragraph (p) of the definition of “security” in section 1 of the OSA and each of the CMEG Exchanges is considered to be an “exchange” under the OSA. Therefore, the CMEG Exchanges are prohibited from carrying on business in Ontario unless they are recognized or exempt from recognition under subsection 21(1) of the OSA;
- 1.19 Further, while the CMEG Contracts are also considered “securities” under paragraph (p) of the definition of “security” in section 1 of the OSA for the reasons outlined in the preceding paragraph, the CMEG Contracts would not be considered “securities” under any other paragraph contained in that definition, nor would any CMEG Contract be considered a “derivative” as defined in section 1 of the OSA;
- 1.20 Similar to paragraph 0 above, since the CMEG Exchanges seek to provide Ontario Participants with access in Ontario to trade the CMEG Contracts via CME Globex, they are considered to be “carrying on business as exchanges in Ontario”;
- 1.21 Additionally, the exemption from registration in subsection 32(a) of the CFA applies for trades “by a hedger through a dealer”. This exemption will be available for trades in CMEG Contracts by Ontario-resident Hedgers that are Order-Routing Clients of CMEG Exchange Clearing Members that are dealers. However, this exemption will not be available for trades in CMEG Contracts by Ontario-resident Hedgers that become Ontario Users, since they will have direct access to a CMEG Exchange but will not be considered to be executing “through a dealer”. For this reason, the CMEG Exchanges are seeking Commission approval for the Hedger Relief;
- 1.22 The CMEG Exchanges ensure that all applicants for membership must satisfy certain criteria before their applications are considered by their membership committees, including, among other things: age of majority, good moral character, good reputation, business integrity and adequate financial resources to assume the responsibilities and privileges of membership;
- 1.23 All CMEG Exchange Clearing Members that guarantee a CMEG Exchange Member or Direct Access User in connection with the provision of direct access under above paragraph 0 or that provide order routing access to an Order-Routing Client under above paragraph 0 will be registered futures commission merchants with the CFTC. Such CMEG Exchange Clearing Members are subject to the compliance requirements of the CEA, the CFTC and the National Futures Association as they relate to customer accounts, including various know-your-client, suitability, risk disclosure, anti-money laundering and anti-fraud requirements. These requirements, in conjunction with the margin requirements of the CMEG Exchanges applicable to CMEG Exchange Clearing Members, and subsequently to their clients whose trades they guarantee, ensure that Ontario Participants seeking to become Direct Access Users or Order-Routing Clients that are not also CMEG Exchange Members are subjected to appropriate due diligence procedures and fitness criteria. In addition, Direct Access Users are responsible for, among other things, compliance with the rules of the CMEG Exchanges to which access is granted, as those rules relate to the entering and executing of transactions via CME Globex, and to comply with all applicable laws pertaining to the use of CME Globex;

- 1.24 Based on the facts set out in the Application, each of the CMEG Exchanges satisfies the criteria for exemption set out in Appendix 1 of Schedule "A" to this order;

AND WHEREAS the Commission will monitor developments in international and domestic capital markets and the CMEG Exchange's activities on an ongoing basis to determine whether it is appropriate for the Commission to continue to grant the Exchange Relief or Hedger Relief and, if so, whether it is appropriate for the Exchange Relief and Hedger Relief to continue to be granted subject to the terms and conditions set out in Schedule "A" to this order;

AND WHEREAS the CMEG Exchanges have acknowledged to the Commission that the scope of the Exchange Relief or Hedger Relief and the terms and conditions imposed by the Commission set out in Schedule "A" to this order may change as a result of its monitoring of developments in international and domestic capital markets or the CMEG Exchange's activities, or as a result of any changes to the laws in Ontario affecting trading in derivatives, Commodity Futures or securities;

AND WHEREAS based on the Application, together with the representations made by and acknowledgements of the CMEG Exchanges to the Commission, the Commission has determined that:

- (a) the CMEG Exchanges satisfy the criteria for exemption set out in Appendix 1 of Schedule "A";
- (b) the granting of the Exchange Relief would not be prejudicial to the public interest; and
- (c) the granting of the Hedger Relief would not be prejudicial to the public interest;

AND WHEREAS the Exchange Relief granted by the Commission will not apply to the operation of any trading system or platform that is a "swap execution facility" as defined in section 1a of the CEA, or to the provision of access to any such trading system or platform to prospective participants in Ontario;

IT IS HEREBY ORDERED by the Commission that:

- (a) pursuant to section 147 of the OSA, each of the CMEG Exchanges is exempt from recognition as an exchange under subsection 21(1) of the OSA,
- (b) pursuant to section 80 of the CFA, each of the CMEG Exchanges is exempt from registration as a commodity futures exchange under subsection 15(1) of the CFA, and
- (c) pursuant to section 38 of the CFA, trades in CMEG Contracts by Hedgers who are Ontario Users are exempt from the registration requirement under section 22 of the CFA;

PROVIDED THAT the CMEG Exchanges comply with the terms and conditions attached hereto as Schedule "A".

DATED this 22nd day of October, 2013.

"Vern Krishna"
Commissioner
Ontario Securities Commission

"James D. Carnwath"
Commissioner
Ontario Securities Commission

SCHEDULE "A"
TERMS AND CONDITIONS

Meeting Criteria for Exemption

1. Each CMEG Exchange will continue to meet the criteria for exemption included in Appendix 1 to this schedule.

Regulation and Oversight of the CMEG Exchanges

2. Each CMEG Exchange will maintain its registration as a DCM with the CFTC and will continue to be subject to the regulatory oversight of the CFTC.
3. Each CMEG Exchange will continue to comply with the ongoing requirements applicable to it as a DCM registered with the CFTC.
4. Each CMEG Exchange must do everything within its control, which would include cooperating with the Commission as needed, to carry out its activities as an exchange exempted from recognition under subsection 21(1) of the OSA, as a commodity futures exchange exempted from registration under subsection 15(1) of the CFA, and in compliance with Ontario securities law and Ontario commodity futures law.

Access

5. A CMEG Exchange will not provide direct access to an Ontario User unless the Ontario User is appropriately registered to trade in CMEG Contracts or is a Hedger; in making this determination, a CMEG Exchange may reasonably rely on a written representation from the Ontario User that specifies either that it is appropriately registered to trade in CMEG Contracts or that it is a Hedger, and the CMEG Exchange will notify such Ontario User that this representation is deemed to be repeated each time it enters an order for a CMEG Contract.
6. Each Ontario User that intends to rely on the Hedger Relief will be required to, as part of its application documentation or continued access to trading in CMEG Contracts:
 - (a) represent that it is a Hedger;
 - (b) acknowledge that the CMEG Exchanges deem the Hedger representation to be repeated by the Ontario User each time it enters an order for a CMEG Contract and that the Ontario User must be a Hedger for the purposes of each trade resulting from such an order;
 - (c) agree to notify the CMEG Exchanges if it ceases to be a Hedger;
 - (d) represent that it will only enter orders for its own account;
 - (e) acknowledge that it is a market participant under the CFA and is subject to applicable requirements; and
 - (f) acknowledge that its ability to continue to rely on the Hedger Relief in accessing trading on the CMEG Exchanges will be dependent on the Commission continuing to grant the relief and may be affected by changes to the terms and conditions imposed in connection with the Hedger Relief or by changes to Ontario securities laws or Ontario commodity futures laws pertaining to derivatives, Commodity Futures or securities.
7. Each CMEG Exchange will require Ontario Users to notify the CMEG Exchange if their registration has been revoked, suspended or amended by the Commission or if they have ceased to be a Hedger and, following notice from the Ontario User or the Commission and subject to applicable laws, the CMEG Exchange will promptly restrict the Ontario User's access to the CMEG Exchange if the Ontario User is no longer appropriately registered with the Commission, or is no longer a Hedger.
8. Each CMEG Exchange must provide guidance to all CMEG Exchange Clearing Members that provide access to trading for Order-Routing Clients that are Ontario Participants that indicates that the CMEG Exchange Clearing Member is permitted to grant such access provided that (i) the Order-Routing Client is a registered futures commission merchant (**FCM**) under the CFA; (ii) the CMEG Exchange Clearing Member is a registered FCM under the CFA or (iii) the CMEG Exchange Clearing Member is regulated as a "dealer" (as that term is defined in subsection 1(1) of the CFA) in its home jurisdiction and the Order-Routing Client is a Hedger or is able to rely on another exemption from registration under the CFA.

9. Each CMEG Exchange must make available to Ontario Users appropriate training for each person who has access to trade in CMEG Contracts on CME Globex.

Trading by Ontario Users

10. A CMEG Exchange will not provide access to an Ontario User to trading in the exchange-traded products of an exchange other than those of the CMEG Exchange, unless such other exchange has sought and received appropriate regulatory standing in Ontario.
11. A CMEG Exchange will not provide access to an Ontario User to trading in CMEG Contracts other than those that meet the definition of “commodity futures contract” or “commodity futures option” as defined in subsection 1(1) of the CFA, and which also fall under paragraph (p) of the definition of “security” in subsection 1(1) of the OSA, without prior Commission approval.

Submission to Jurisdiction and Agent for Service

12. With respect to a proceeding brought by the Commission arising out of, related to, concerning or in any other manner connected with the Commission’s regulation and oversight of the activities of a CMEG Exchange in Ontario, the CMEG Exchange will submit to the non-exclusive jurisdiction of (i) the courts and administrative tribunals of Ontario and (ii) an administrative proceeding in Ontario.
13. Each CMEG Exchange will file with the Commission a valid and binding appointment of an agent for service in Ontario upon whom the Commission may serve a notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding arising out of or relating to or concerning the Commission’s regulation and oversight of a CMEG Exchange’s activities in Ontario.

Disclosure

14. Each CMEG Exchange will provide to its Ontario Users, and also require Ontario Users that are registered FCMs under the CFA to distribute to Ontario clients, prior to the first trade by each client that is executed through the facilities of the CMEG Exchange, disclosure that states that:
 - (a) rights and remedies against the CMEG Exchange may only be governed by the laws of the U.S., rather than the laws of Ontario and may be required to be pursued in the U.S. rather than in Ontario;
 - (b) the rules applicable to trading on the CMEG Exchange may be governed by the laws of the U.S., rather than the laws of Ontario; and
 - (c) the CMEG Exchange is regulated by the CFTC, rather than the Commission.

Filings with the CFTC

15. Each CMEG Exchange will promptly provide staff of the Commission copies of all material rules of the CMEG Exchange, and material amendments to those rules, that it files with the CFTC under the regulations pertaining to self-certification and/or approval.
16. Each CMEG Exchange will promptly provide staff of the Commission copies of all material contract specifications and material amended contract specifications that it files with the CFTC under the regulations pertaining to self-certification and/or approval.
17. A CMEG Exchange will promptly provide staff of the Commission the following information to the extent it is required to file such information with the CFTC:
 - (a) the annual Board of Directors’ report regarding the activities of the board and its committees;
 - (b) the annual financial statements of the CMEG Exchange;
 - (c) details of any material legal proceeding instituted against the CMEG Exchange;
 - (d) notification that the CMEG Exchange has instituted a petition for a judgment of bankruptcy or insolvency or similar relief, or to wind up or liquidate the CMEG Exchange or has a proceeding for any such petition instituted against it; and
 - (e) the appointment of a receiver or the making of any voluntary arrangement with creditors.

Prompt Notice or Filing

18. Each CMEG Exchange will promptly notify staff of the Commission of any of the following:
- (a) any material change to its business or operations or the information provided in the Application, including, but not limited to:
 - (i) changes to the regulatory oversight by the CFTC;
 - (ii) the corporate governance structure of that CMEG Exchange;
 - (iii) the access model, including eligibility criteria, for Ontario Participants;
 - (iv) systems and technology; and
 - (v) the clearing and settlement arrangements for that CMEG Exchange;
 - (b) any change in that CMEG Exchange's regulations or the laws, rules and regulations in the U.S. relevant to futures and options where such change may materially affect its ability to meet the criteria set out in Appendix 1 to this schedule;
 - (c) any condition or change in circumstances whereby that CMEG Exchange is unable or anticipates it will not be able to continue to meet the DCM Core Principles or any applicable requirements of the CEA or CFTC regulations;
 - (d) any revocation or suspension of, or amendment to, the CMEG Exchange's registration as a DCM by the CFTC, or if the basis on which the CMEG Exchange's registration as a DCM was granted has significantly changed;
 - (e) any known investigations of, or disciplinary action against, that CMEG Exchange by the CFTC or any other regulatory authority to which it is subject;
 - (f) any matter known to that CMEG Exchange that may affect its financial or operational viability, including, but not limited to, any significant system failure or interruption; and
 - (g) any default, insolvency, or bankruptcy of any CME Exchange Member known to that CMEG Exchange or its representatives that may have a material, adverse impact upon the CMEG Exchange, the CME clearing system or any Ontario Participant.
19. Each CMEG Exchange will promptly file with staff of the Commission copies of any Rule Enforcement Review report regarding the CMEG Exchange once issued as final by the CFTC.

Quarterly Reporting

20. The CMEG Exchanges will maintain the following updated information and submit such information in a manner and form acceptable to the Commission on a quarterly basis (within 30 days of the end of each calendar quarter), and at any time promptly upon the request of staff of the Commission:
- (a) a current list of all Ontario Users, specifically identifying for each Ontario User:
 - (i) its status as CMEG Exchange Clearing Member, CMEG Exchange Member or Direct Access User for each CMEG Exchange, and
 - (ii) the basis upon which it represented to a CMEG Exchange that it could be provided with direct access (i.e., that it is appropriately registered to trade in CMEG Contracts or is a Hedger);
 - (b) a list of all Ontario Users against whom disciplinary action has been taken in the last quarter by a CMEG Exchange or, to the best of the CMEG Exchanges' knowledge, by the CFTC with respect to such Ontario Users' activities on a CMEG Exchange;
 - (c) a list of all referrals to the CMEG Market Regulation Enforcement group by a CMEG Exchange concerning Ontario Users;

Decisions, Orders and Rulings

- (d) a list of all Ontario applicants for status as an Ontario User who were denied such status or access to a CMEG Exchange during the quarter;
- (e) a list of all new by-laws, rules, and contract specifications, and changes to by-laws, rules and contract specifications, not already reported under sections 15 and 16 of this schedule;
- (f) a list of all CMEG Contracts available for trading during the quarter, identifying any additions, deletions or changes since the prior quarter;
- (g) for each CMEG Contract,
 - (i) the total trading volume and value originating from Ontario Users, presented on a per Ontario User basis, and
 - (ii) the proportion of worldwide trading volume and value on the CMEG Exchanges conducted by Ontario Users, presented in the aggregate for such Ontario Users; and
- (h) a list outlining each incident of a significant system outage that occurred at any time during the quarter for any system impacting Ontario Users' trading activity, including trading, routing or data, specifically identifying the date, duration and reason for the outage, and noting any corrective action taken.

Annual Reporting

- 21. The CMEG Exchanges will arrange to have the annual report and annual audited financial statements of CMEG filed with the Commission promptly after their issuance.
- 22. The CMEG Exchanges will arrange to have the annual "Service Organization Controls 1" report prepared for CMEG filed with the Commission promptly after the report is issued as final by its independent auditor.

Information Sharing

- 23. The CMEG Exchanges will provide information (including additional periodic reporting) as may be requested from time to time by, and otherwise cooperate with, the Commission or its staff, subject to any applicable privacy or other laws (including solicitor-client privilege) governing the sharing of information and the protection of personal information.

APPENDIX 1

CRITERIA FOR EXEMPTION

PART 1 REGULATION OF THE EXCHANGE

1.1 Regulation of the Exchange

The exchange is regulated in an appropriate manner in another jurisdiction by a foreign regulator (Foreign Regulator).

1.2 Authority of the Foreign Regulator

The Foreign Regulator has the appropriate authority and procedures for oversight of the exchange. This includes regular, periodic oversight reviews of the exchange by the Foreign Regulator.

PART 2 GOVERNANCE

2.1 Governance

The governance structure and governance arrangements of the exchange ensure:

- (a) effective oversight of the exchange,
- (b) that business and regulatory decisions are in keeping with its public interest mandate,
- (c) fair, meaningful and diverse representation on the board of directors (Board) and any committees of the Board, including:
 - (i) appropriate representation of independent directors, and
 - (ii) a proper balance among the interests of the different persons or companies using the services and facilities of the exchange,
- (d) the exchange has policies and procedures to appropriately identify and manage conflicts of interest, and
- (e) there are appropriate qualifications, remuneration, limitation of liability and indemnity provisions for directors, officers and employees of the exchange.

2.2 Fitness

The exchange has policies and procedures under which it will take reasonable steps, and has taken such reasonable steps, to ensure that each director and officer is a fit and proper person.

PART 3 REGULATION OF PRODUCTS

3.1 Review and Approval of Products

The products traded on the exchange and any changes thereto are reviewed by the Foreign Regulator, and are either approved by the Foreign Regulator or are subject to requirements established by the Foreign Regulator that must be met before implementation of a product or changes to a product.

3.2 Product Specifications

The terms and conditions of trading the products are in conformity with the usual commercial customs and practices for the trading of such products.

3.3 Risks Associated with Trading Products

The exchange maintains adequate provisions to measure, manage and mitigate the risks associated with trading products on the exchange including, but not limited to, margin requirements, intra-day margin calls, daily trading limits, price limits, position limits, and internal controls.

PART 4 ACCESS

4.1 Fair Access

- (a) The exchange has established appropriate written standards for access to its services including requirements to ensure
 - (i) participants are appropriately registered as applicable under Ontario securities laws or Ontario commodity futures laws, or exempted from these requirements,
 - (ii) the competence, integrity and authority of systems users, and
 - (iii) systems users are adequately supervised.
- (b) The access standards and the process for obtaining, limiting and denying access are fair, transparent and applied reasonably.
- (c) The exchange does not unreasonably prohibit, condition or limit access by a person or company to services offered by it.
- (d) The exchange does not
 - (i) permit unreasonable discrimination among participants, or
 - (ii) impose any burden on competition that is not reasonably necessary and appropriate.

PART 5 REGULATION OF PARTICIPANTS ON THE EXCHANGE

5.1 Regulation

The exchange has the authority, resources, capabilities, systems and processes to allow it to perform its regulation functions, whether directly or indirectly through a regulation services provider, including setting requirements governing the conduct of its participants, monitoring their conduct, and appropriately disciplining them for violations of exchange requirements.

PART 6 RULEMAKING

6.1 Purpose of Rules

- (a) The exchange has rules, policies and other similar instruments (Rules) that are designed to appropriately govern the operations and activities of participants.
- (b) The Rules are not contrary to the public interest and are designed to
 - (i) ensure compliance with applicable legislation,
 - (ii) prevent fraudulent and manipulative acts and practices,
 - (iii) promote just and equitable principles of trade,
 - (iv) foster co-operation and co-ordination with persons or companies engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in the products traded on the exchange,
 - (v) provide a framework for disciplinary and enforcement actions, and
 - (vi) ensure a fair and orderly market.

PART 7 DUE PROCESS

7.1 Due Process

For any decision made by the exchange that affects a participant, or an applicant to be a participant, including a decision in relation to access, exemptions, or discipline, the exchange ensures that:

- (a) parties are given an opportunity to be heard or make representations, and
- (b) it keeps a record of, gives reasons for, and provides for appeals or reviews of its decisions.

PART 8 CLEARING AND SETTLEMENT

8.1 Clearing Arrangements

The exchange has appropriate arrangements for the clearing and settlement of transactions through a clearing house.¹

8.2 Regulation of the Clearing House

The clearing house is subject to acceptable regulation.

8.3 Authority of Regulator

A foreign regulator has the appropriate authority and procedures for oversight of the clearing house. This includes regular, periodic regulatory examinations of the clearing house by the foreign regulator.

8.4 Access to the Clearing House

- (a) The clearing house has established appropriate written standards for access to its services.
- (b) The access standards for clearing members and the process for obtaining, limiting and denying access are fair, transparent and applied reasonably.

8.5 Sophistication of Technology of Clearing House

The exchange has assured itself that the information technology used by the clearing house has been adequately reviewed and tested and provides at least the same level of safeguards as required of the exchange.

8.6 Risk Management of Clearing House

The exchange has assured itself that the clearing house has established appropriate risk management policies and procedures, contingency plans, default procedures and internal controls.

PART 9 SYSTEMS AND TECHNOLOGY

9.1 Systems and Technology

Each of the exchange's critical systems has appropriate internal controls to ensure completeness, accuracy, integrity and security of information, and, in addition, has sufficient capacity and business continuity plans to enable the exchange to properly carry on its business. Critical systems are those that support the following functions:

- (a) order entry,
- (b) order routing,
- (c) execution,
- (d) trade reporting,
- (e) trade comparison,
- (f) data feeds,
- (g) market surveillance,
- (h) trade clearing, and
- (i) financial reporting.

¹ For the purposes of these criteria, "clearing house" also means a "clearing agency".

9.2 Information Technology Risk Management Procedures

The exchange has appropriate risk management procedures in place including those that handle trading errors, trading halts and circuit breakers.

PART 10 FINANCIAL VIABILITY

10.1 Financial Viability

The exchange has sufficient financial resources for the proper performance of its functions and to meet its responsibilities.

PART 11 TRANSPARENCY

11.1 Transparency

The exchange has adequate arrangements to record and publish accurate and timely trade and order information. This information is provided to all participants on an equitable basis.

PART 12 RECORD KEEPING

12.1 Record Keeping

The exchange has and maintains adequate systems in place for the keeping of books and records, including, but not limited to, those concerning the operations of the exchange, audit trail information on all trades, and compliance with, and/or violations of exchange requirements.

PART 13 OUTSOURCING

13.1 Outsourcing

Where the exchange has outsourced any of its key services or systems to a service provider, it has appropriate and formal arrangements and processes in place that permit it to meet its obligations and that are in accordance with industry best practices.

PART 14 FEES

14.1 Fees

- (a) All fees imposed by the exchange are reasonable and equitably allocated and do not have the effect of creating an unreasonable condition or limit on access by participants to the services offered by the exchange.
- (b) The process for setting fees is fair and appropriate, and the fee model is transparent.

PART 15 INFORMATION SHARING AND OVERSIGHT ARRANGEMENTS

15.1 Information Sharing and Regulatory Cooperation

The exchange has mechanisms in place to enable it to share information and otherwise co-operate with the Commission, self-regulatory organizations, other exchanges, clearing agencies, investor protection funds, and other appropriate regulatory bodies.

15.2 Oversight Arrangements

Satisfactory information sharing and oversight agreements exist between the Ontario Securities Commission and the Foreign Regulator.

PART 16 IOSCO PRINCIPLES

16.1 IOSCO Principles

To the extent it is consistent with the laws of the foreign jurisdiction, the exchange adheres to the standards of the International Organisation of Securities Commissions (IOSCO) including those set out in the "Principles for the Regulation and Supervision of Commodity Derivatives Markets" (2011).

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions, Orders and Rulings

3.1.1 Fawad Ul Haq Khan and Khan Trading Associates Inc. carrying on business as Money Plus

IN THE MATTER OF
THE COMMODITY FUTURES ACT,
R.S.O. 1990, c. C.20, AS AMENDED

AND

IN THE MATTER OF
FAWAD UL HAQ KHAN and
KHAN TRADING ASSOCIATES INC.
carrying on business as MONEY PLUS

REASONS FOR DECISION ON A MOTION

Hearing: August 14, 2013

Decision: October 23, 2013

Panel: Mary G. Condon – Vice-Chair and Chair of the Panel

Appearances: Fawad Ul Haq Khan – For himself and Khan Trading Associates Inc.
Tamara Center – For Staff of the Commission

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REASONS FOR DECISION ON A MOTION

I. INTRODUCTION

[1] Fawad Ul Haq Khan (“**Khan**”) and Khan Trading Associates Inc., carrying on business as Money Plus (“**KTA**”) (collectively, the “**Applicants**”) brought a motion for direction, to support a request that approximately 700 witnesses be summonsed by the Ontario Securities Commission (the “**Commission**”) to testify at a merits hearing (the “**Witness Motion**”).

[2] The Applicants are respondents in a proceeding commenced by a Notice of Hearing issued on December 20, 2012 in connection with a Statement of Allegations filed by Staff of the Commission (“**Staff**”) on December 19, 2012 (the “**Statement of Allegations**”). In the Statement of Allegations, Staff alleges that the Applicants breached subsections 22(1) and 55(1)(a) of the *Commodities Futures Act*, R.S.O. 1990, c. C.20, as amended (the “**CFA**”) and engaged in conduct contrary to the public interest.

[3] Staff alleges that the Applicants engaged in unregistered trading and advising in commodity futures, made misrepresentations to Staff and misled the Commission. Staff also alleges the Applicants acted contrary to the public interest by: (i) making statements that they knew or reasonably ought to have known were misleading or untrue while advising in commodity trading, (ii) failing to disclose the compensation arrangements with various brokerages to their students, and (iii) engaging in conduct in contravention of a written undertaking provided to Staff by the Applicants on January 5, 2010.

[4] On February 5, 2013, Staff and the Applicants attended before the Commission for a first appearance on this matter and the Commission scheduled a pre-hearing conference for April 23, 2013. On April 26, 2013, the Commission issued a Notice of Hearing advising that the Witness Motion application would be heard on August 14, 2013.

[5] Khan filed brief written submissions in an email sent on August 5, 2013. In response, Staff filed a factum, the Affidavit of Louisa Fiorini, sworn August 7, 2013, and a brief of authorities. Khan and Staff appeared and made submissions with respect to the Witness Motion on August 14, 2013 (the “**Motion Hearing**”).

II. ISSUES

[6] The Applicants argue that they have a legal right to bring before the Commission and examine the following categories of witnesses: (i) 679 account holders referenced in the Statement of Allegations; (ii) five Staff members; (iii) several chief executive officers (“**CEOs**”) and staff at brokerage houses; (iv) Staff’s witnesses; and (v) account holder A.N. and 12 of A.N.’s family members.

[7] Addressing the Witness Motion involves determining whether the Applicants are entitled to call, and consequently have summonsed, every proposed witness.

III. ANALYSIS

A. Preliminary Matters

[8] As a preliminary matter, Rule 3.2 of the *Rules of Procedure* (2013), 35 O.S.C.B. 10071 (“**Rules of Procedure**”) requires that the motion record be served on each party and filed at least 10 days before the day on which the motion is to be heard. Staff argues that the Applicants failed to comply with the *Rules of Procedure*.

[9] Khan filed a brief one-page document by email on August 5, 2013 containing general submissions in relation to five categories of individuals that he argued would be required to appear for the merits hearing. Khan did not identify all the names and addresses of the proposed witnesses or provide detailed submissions on the relevance of the witness categories. Nor did Khan provide authorities for his claim that the Applicants are entitled to call all these witnesses.

[10] The Commission requires parties to adhere to the *Rules of Procedure* and act accordingly during a hearing. Compliance with the rules promotes fair, timely and efficient hearings. Nevertheless, a certain degree of latitude may be afforded to self-represented respondents if the circumstances warrant (Rule 1.4(3) of the *Rules of Procedure*). In this matter, I determined that the Applicants should be afforded the opportunity to be heard, despite their non-compliance with the *Rules of Procedure*. I also find that the questions raised are important to clarifying the scope of the proceeding. Specifically, if it is appropriate for the Applicants to call approximately 700 witnesses, it will materially affect the length of the hearing. Therefore, it is necessary for the parties to make submissions on the matter and to resolve it at this stage in the proceeding.

[11] Also as a preliminary matter, I note that one of the categories of witnesses listed by Khan in his written submissions is a list of Staff witnesses, whom Khan submits he must examine. There is no question that the Applicants are entitled to cross-examine Staff’s witnesses at the merits hearing and no summonses are required for that purpose. As a result, no further analysis of that category of witnesses shall be elaborated below.

B. Are the applicants entitled to call, and consequently have summoned, every proposed witness on their witness list?

[12] Khan submits that the Applicants' Witness Motion for approximately 700 witnesses to be called is based on the fact that these witnesses are important for the defence's case. Staff opposes the Witness Motion on the basis that the Applicants' request is unwarranted, unreasonable and impractical and that the Applicants have not satisfied the legal test for allowing witnesses to give evidence.

1. Applicants' Position

[13] In his written submissions, Khan states that Staff is using 679 account holders against him and that he has the legal right to bring them before the Commission and examine them "one by one, trade by trade, date by date, entry by entry, exit by exit, profit by profit, loss by loss". In addition, Khan indicates that, among other things, he wishes to examine account holders on stop losses, the commission charged for each trade by the broker and the rules of trading that were followed and ignored. In oral submissions, Khan took the position that he was away from the office for months and should be entitled to show that he is not responsible for trades occurring in that time.

[14] Khan also submits that five Staff members, including Staff counsel Tamara Center ("**Center**"), are required to be called as witnesses at the merits hearing. In his written submissions, Khan's justification is that they are "Staff members who hatched the plan" and that he needs "to find out the truth by examining them one by one". At the Motion Hearing, Khan argued that Staff has "cooked witnesses" and conspired with account holder A.N. (Khan – Transcript of August 14, 2013 at p. 6). Khan also submits that Staff's interview style is strange and must be examined.

[15] In his written submissions, Khan also argues that CEOs and staff of brokerage houses are required as witnesses for the merits hearing because they will provide evidence on whether appointing an "introducing broker", referred to by Staff as an "international broker" (for the purpose of this motion, collectively referred to as "**IB(s)**") is permitted by the brokerage house rules. Further, Khan argues that these witnesses can speak to whether paying referral fees is in accordance with the law. At the Motion Hearing, Khan submitted that the brokerage house witnesses can frame the policy of the company with respect to qualification requirements and approval of IBs. Further, Khan submits that the CEOs of the brokerages could prove that they followed the rules of their companies when they appointed him as an IB.

[16] The last category of witnesses that the Applicants propose to be required includes account holder A.N. and twelve of A.N.'s family members and friends, who Khan argues misled Staff, (collectively, the "**A.N. witnesses**"). At the Motion Hearing, Khan claimed that Staff conspired with A.N. and that the A.N. witnesses must be examined because A.N. lost money due to his own mistakes and Khan intends to expose A.N. through his family.

[17] In conclusion, Khan took the position that if a single witness that he requested was not examined, justice will not be done.

2. Staff's Position

[18] Staff submits that it would not be appropriate to call many of the witnesses listed by the Applicants as many do not have relevant evidence to the subject matter as framed in the Statement of Allegations and others would provide evidence that is unduly repetitious. Further, Staff argues that listing an unreasonable and excessive number of witnesses is a tactic to disrupt the setting and hearing of this matter on the merits.

[19] Staff relies on sections 12 and 15 of the *Statutory Powers Procedures Act*, R.S.O. 1990, c. S.22, as amended (the "*SPPA*"), reproduced below, for the proposition that persons may be summonsed and evidence may tendered only if "relevant to the subject-matter of the proceeding". Staff argues that evidence is relevant if it renders the existence or absence of a material fact in issue more or less likely, and irrelevant if it does not make the fact more or less likely or the fact is not material (*R. v. Truscott* (2006), 216 O.A.C. 217 at para. 22 (C.A.) ("**R. v. Truscott**").

[20] At the Motion Hearing, Staff argued that Khan's requests demonstrate his lack of understanding of the allegations against him. Specifically, Staff noted that the allegations include that Khan engaged in unregistered trading and unregistered advising and made misrepresentations to Staff. Staff submitted that Khan appears to be unduly focused on paragraph 9 of the Statement of Allegations, which states that account holders lost millions.

[21] Staff also submits that the party seeking to call the witness has the onus of proving that it is probable the witness will give material evidence (*R. v. Fazekas*, 2010 ONSC 6571 at para. 11 ("**R. v. Fazekas**"). Staff submits Khan has failed to provide a real basis for believing that certain witnesses will provide material evidence. Staff relied on a number of cases for their submission (*Re Axxess Automation LLC* (2012), 35 O.S.C.B. 9019 ("**Axxess Automation**") at paras. 53 and 58; *Lemieux v. Guelph General Hospital*, 2011 HRTO 183 at paras. 13-14 and 16).

[22] Staff argues that the account holder trading statements speak for themselves and examination of each account holder would be unduly repetitious. Staff also argues that Khan's basis for calling Staff as witnesses demonstrates his improper purpose and that such examinations would be pure fishing expeditions.

[23] Staff also opposed a summons of Staff counsel and submitted that for counsel to be an acceptable witness it must be (1) probable that counsel's proposed evidence will be relevant and (2) necessary that counsel give evidence, meaning that no other witnesses are available and there is no possibility of admissions (*Re YBM Magnex International Inc.* (2000), 23 O.S.C.B. 43 ("YBM"); *R. v. 1504413 Ontario Ltd.*, 2008 ONCA 253 at para. 17 ("**1504413 Ontario**"). Staff submits that two members of Staff, George Gutierrez ("**Gutierrez**") and Center, are not necessary witnesses because there are other Staff witnesses that possess knowledge of all relevant matters.

[24] Further, Staff submits that the CEOs of the brokerages to which clients were referred are inappropriate choices as representatives because there is no evidence that they have personal or direct knowledge of the relevant evidence; namely Khan's lack of registration or misrepresentations to his students and to Staff (*Canadian Imperial Bank of Commerce v. Cigam Entertainment Inc.* (1999), 104 O.T.C. 134 at para. 23). Staff notes that a party is entitled to its choice of witness, but where the choice is for an ulterior purpose, such as being a nuisance, the courts have concluded that they may decide the examining party's choice is not appropriate (*Thorne v. AXA Canada Inc.*, 2012 ONSC 2409 at para. 13). Staff submits that it appears to Staff that Khan has listed the CEOs to cause them nuisance.

[25] Lastly, Staff takes the position that the Applicants' requests to examine the A.N. witnesses is for an ulterior and improper purpose relating to a civil lawsuit Khan has brought against them.

[26] Staff requests that the Commission deny the Applicants' request to summons witnesses who do not seem to have evidence relevant to the subject-matter of the proceeding.

3. Analysis

[27] In assessing whether the Applicants are entitled to receive summonses sought from the Commission for every witness on their witness list, it is important to consider the purpose of the hearing, requirements of fairness and the Commission's hearing process.

[28] Section 60 of the CFA confers jurisdiction on the Commission to make orders in the public interest. Pursuant to subsection 60(3) of the CFA, no such order in the public interest shall be made without a hearing. There is no dispute that the Applicants are entitled to a fair hearing.

[29] Procedural fairness dictates that the Applicants should have the opportunity to be heard in order to respond to Staff's allegations (Section 10.1 of the SPPA). The manner in which the hearing is conducted is determined by the Commission (section 25.0.1 of the SPPA). The Commission's *Rules of Procedure* are similarly flexible, including discretion with respect to the issuance of summonses. The language of the *Rules of Procedure* is permissive on this issue and does not require the tribunal to accede to all requests to summons witnesses. Rule 4.7(1) of the *Rules of Procedure* provides:

4.7 Request to Issue a Summons – (1) At the request of a party, a summons to a witness may be issued pursuant to section 12 of the SPPA.

[emphasis added]

[30] The issuance of a summons is conditional upon the relevance of the evidence to be provided by the witness and the admissibility of such evidence at the hearing. Subsection 12(1) of the SPPA provides that

Summonses

12. (1) A tribunal may require any person, including a party, by summons,

- (a) to give evidence on oath or affirmation at an oral or electronic hearing; and
- (b) to produce in evidence at an oral or electronic hearing documents and things specified by the tribunal,

relevant to the subject-matter of the proceeding and admissible at a hearing.

[emphasis added]

[31] With respect to the admissibility of evidence, subsection 15(1) of the SPPA provides:

What is admissible in evidence at a hearing

15.(1) Subject to subsections (2) and (3), a tribunal may admit as evidence at a hearing, whether or not given or proven under oath or affirmation or admissible as evidence in a court,

- (a) any oral testimony; and
- (b) any document or other thing,

relevant to the subject-matter of the proceeding and may act on such evidence, but the tribunal may exclude anything unduly repetitious.

[emphasis added]

[32] Therefore, while the Applicants are entitled to call and examine witnesses and present evidence at the hearing, the decision to issue a summons is at the discretion of the Commission. Admissibility is conditional upon the relevance of the evidence. Furthermore, relevant evidence may be excluded by the Commission if it is unduly repetitious. While the threshold for issuing a summons is generally considered to be low, the Commission may request that the party seeking a summons articulate the basis for calling the witness. In *Axcess Automation*, the Commission required the Applicants to provide details with respect to certain witnesses sought to be summonsed after the hearing had commenced. It requested:

a list of their proposed witnesses, their locations, witness summaries and submissions regarding relevance of the proposed witnesses to assist us [the panel] in determining whether to grant leave to permit certain witnesses to testify pursuant to subrule 4.5(4) of the [*Rules of Procedure*]

(*Re Axcess Automation LLC, supra* at para. 53)

[33] The predominant considerations in determining whether to issue a summons should be procedural fairness, and specifically whether the Applicants are being afforded an opportunity to be heard, the relevance of the evidence to be provided by the witnesses, and whether the evidence provided will be unduly repetitious.

[34] I agree with Staff's position that the relevance of evidence to the proceeding is framed by the Statement of Allegations. I also accept the test articulated in *R. v. Truscott* that evidence is relevant if it renders the existence or absence of a material fact in issue more or less likely, and irrelevant if it does not make the fact more or less likely or the fact is not material (*R. v. Truscott, supra*).

[35] While this is an administrative proceeding, I also find the court's analysis in *R. v. Fazekas* to be of assistance in these circumstances. In that case, the court found that the party seeking to call the witness has the onus of proving that it is probable the witness will give material evidence (*R. v. Fazekas, supra*).

[36] For the reasons set out below, I find that the Applicants have not satisfied me that all of the approximately 700 witnesses sought to be led have evidence that is both relevant and not unduly repetitious.

a. Account Holders

[37] At the hearing, Staff submitted that the core allegations against the Applicants related to unregistered advising, unregistered trading and misleading Staff and the Commission. These are the allegations which frame the relevance of evidence in the matter. With respect to his request to call 679 account holders, the Applicants' submissions focused on Khan's desire to disprove Staff's calculated losses for account holders who were allegedly referred by the Applicants to certain brokerage firms. It is not clear that this evidence sought to be tendered by the Applicants would be relevant to the determination of this matter on the merits.

[38] However, even if the approximately 700 witnesses sought to be summonsed by the Applicants have arguably relevant evidence, the Applicants did not provide a sufficient basis to demonstrate the uniqueness of each of them. In other words, the Applicants have not shown that the information provided would be sufficiently different from one witness to the next in each category, to support the proposition that testimonies would not be unduly repetitious.

[39] Furthermore, Khan's submissions indicate that he intends to prove factual matters which are capable of being verified by independent third party records. Specifically, Khan submits:

CHAIR: [...] if you bring forward 10 of those people and they all say – they all provide evidence that goes to refute the allegations of Staff that you engaged in unregistered trading or unregistered advising, if you bring forward 10 of them and they all have evidence that supports your interpretation of events, is it necessary for you to bring all of the others?

MR. KHAN: But, sir, they have – Your Honour, they have accumulated all the figures in their account as a loss because of me, because of me. So I wanted to split. If a person says – if out of these 679 people, if suppose 100 says, "I traded for one month and I closed my account," which would take them out, we take that figure from that account, because they have added all the figures to magnify the issue, magnify to the extent that 3 million, 4 million Mr. Khan fault. So if 100 are taken out, 200 taken out, 400 taken out, then the amount will be reduced.

Then the Court will judge what is the magnitude, what is the quantum of the case? They have magnified the case many-fold, many-fold. So each and every one is very important because each and every one is unique, is unique.

[...]

CHAIR: So, Mr. Khan, just one last clarification. You had mentioned several times that each of these account holders is unique or has unique information. Can you please clarify what is the nature of the unique information that each of these account holders has?

MR. KHAN: Okay. Unique, I mean the person himself is unique. God has created every person unique. Every human being is unique. His nature of knowledge is unique. His trading is unique. His timing of trading is unique. His approach to the market is unique, and his entry points are entirely different. I may enter the market at different price. [...] Which market they trading? Everybody has own choice. [...] He's unique person, his approach is unique to the market, his understanding unique to the market, and he trades according to his own unique situation.

So they open the account and they trade their own unique way. So if eight or 10 people come and they say something that will not be applicable to all 679 people, no. The 10 are different, but other people will have different situations.

So they all has [sic] to be brought to the court and they all has [sic] to be examined, and let's see whether I misled them, whether I don't mention that I'm getting IB fee, and the same thing I have in my interview I've said in detail. It is on the record that I'm getting IB fee, okay.

So with all these people, when they come, the majority will say in my favour, I guarantee this, and the case will crumble.

(Transcript of August 14, 2013 at pp. 35-36 and 39-41).

[40] These submissions do not provide a sufficient basis for me to determine that the evidence sought to be tendered from all 679 account holders will be relevant to the allegations. Khan has not persuaded me that the evidence that these account holders may give will be directed at rebutting the allegations of Staff that the Applicants engaged in unregistered advising, unregistered trading and misleading Staff and the Commission. Further, I am persuaded that the evidence will be unduly repetitious.

[41] There are three groups of account holders referenced by the Applicants in their submissions: 600 hold accounts at Global Futures Exchange & Trading Co., Inc. ("**Global Futures**"), 60 hold accounts at Mirus Futures, LLC ("**Mirus**") and 19 hold accounts at Forex Capital Markets Ltd. ("**FXCM**").

[42] Despite my doubt that all these account holders have evidence relevant to the allegations of Staff, I am prepared to allow the Applicants to call a representative sample of each group of account holders, including a maximum of ten (10) Global Futures account holders, five (5) Mirus account holders and three (3) FXCM account holders.

[43] Khan argues that injustice will be done if even one of his witnesses is not called. I have considered whether permitting the Applicants to call only a representative sample of the witnesses sought would result in procedural unfairness to the Applicants. I am not persuaded that any unfairness would result. The Applicants may select witnesses of their choosing from each category of account holder witness to present their case. They have a draft witness list from Staff in order to assess how best to organize their defence. The standard of proof in Commission hearings is a civil standard on a balance of probabilities and evidence must be sufficiently clear, convincing and cogent. Staff ultimately has the burden of proving its case. Therefore, it is not necessary for the Applicants to examine each and every individual on their witness list to respond to Staff's allegations.

Furthermore, it is not clear that the evidence sought to be tendered would respond to Staff's allegations, but, even if it did, a representative sample of witnesses from each category would be sufficient.

b. Enforcement Staff

[44] Khan takes the position that the case against him is Staff counsel Center's "brainchild" and that Center is very important to his case (Khan – Transcript of August 14, 2013 at p. 8). Khan also submits that the investigation techniques of Staff must be exposed. While Ms. Fiorini, Staff's investigator, will be called by Staff, Khan also requested that another Staff member in Case Assessment, Gutierrez, testify. Khan did not provide names of the other two Staff members he seeks to summons, nor did he clarify his request at the Motion Hearing.

[45] As noted above, Staff opposed a summons of Staff counsel and submitted that for counsel to be an acceptable witness it must be (1) probable that counsel's proposed evidence will be relevant and (2) necessary that counsel give evidence, meaning that no other witnesses are available and there is no possibility of admissions (*YBM, supra; 1504413 Ontario, supra*). Staff submits it is not necessary for Center or Gutierrez to provide evidence since there are other witnesses available to provide any of the evidence that they would provide.

[46] I find that the Applicants' material did not provide grounds to support issuance of a summons to Center or Gutierrez. I note from Staff's submissions that Staff counsel does not become involved until the late stages of the investigation. The Applicants' submissions did not meet the test of necessity articulated in *YBM, supra*. The Applicants will be able to cross-examine Ms. Fiorini, Staff's investigator. I am not prepared to order a summons to be issued to either Center or Gutierrez at this time.

c. CEOs and Staff at Brokerage Houses

[47] At the Motion Hearing, Khan submitted that he is prepared to compromise on his request to summons the CEOs. However, he argues that he still wishes to call representatives of the brokerage firms who know about the policies and criteria for appointing an IB used by these firms.

[48] Staff identified seven individuals linked to brokerage firms from the material provided by the Applicants. Staff presumed two were brokers with Global Futures in California and another was an account manager with Mirus in Chicago. Staff had no objection to the Applicants calling those three witnesses. The remaining four were CEOs of GF, Mirus and FXCM in London, England and FXCM in Toronto. Staff argues that Khan's intention is to prove that he was properly appointed as an IB, but that the relevant issue is whether he was actually registered in Ontario. Staff also submits that it would be duplicative to call the CEOs as well as the brokers of firms.

[49] Furthermore, Staff submits that if a witness outside of Ontario is unwilling to testify voluntarily, a summons can only be issued with an order from the Superior Court of Justice, pursuant to a procedure set out in subsection 152(1) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "**Securities Act**") (*Axcess Automation, supra* at 54). Staff submits the test for granting an order under section 152 of the *Securities Act* is determining "whether the prospective application to the court has sufficient merit to be permitted to proceed" (*Re YBM Magnex* (2001), 24 O.S.C.B. 1655 at p. 2).

[50] In light of the fact that there is no disagreement as to the Applicants calling the three witnesses noted above and that Khan, at the hearing, said he was prepared to compromise regarding the calling of the CEOs, it is not clear to me who the Applicants wish to be called in this category and what the relevance of their evidence would be. Therefore, I am unable to make a determination about these witnesses at this time.

d. The A.N. Witnesses

[51] Khan provided Staff with names of the A.N. witnesses, whom he states misled Staff, and argues that they are required to testify and that Staff had conspired with account holder A.N. to bring forth the case against him.

[52] As noted above, Staff submits that Khan's request to examine the A.N. witnesses is for an ulterior and improper purpose relating to a civil lawsuit Khan has brought against them. Staff also argues that Khan failed to articulate why the A.N. witnesses are relevant and that they could not have misled Staff, since Staff never interviewed those witnesses, other than A.N. himself.

[53] I do not have a sufficient basis to assess the relevance of the A.N. witnesses. It is not clear based on the record before me that the evidence sought to be tendered by the Applicants would be relevant to the determination of this matter on the merits.

IV. NEXT STEPS

[54] At the Motion Hearing, Khan stated “You can send them a summons when the time arrives” (Khan – Transcript of August 14, 2013 at p. 43).

[55] There is insufficient information upon which to issue summonses at this time. Khan made submissions on general categories of witnesses he requested to have summonsed and identified only a limited few by name. A determination of the issues discussed above was a necessary precursor to the scheduling of a hearing on the merits. Therefore, there are no merits hearing dates at this time for which witnesses can be summonsed. However, this decision does not preclude a future application to the merits panel for such a summons, if required for a proper determination of the matter.

[56] The Applicants must provide the Commission with the names and addresses of the witnesses they wish to have summonsed, bearing in mind any determinations made above about the various categories of witnesses. Once the Commission has issued the requested summonses in the prescribed form under the SPPA, it is the responsibility of the Applicants to serve those summonses upon the witnesses they intend to call, in accordance with section 12 of the SPPA.

[57] I also note that for the purpose of summonsing potential witnesses who are not within Ontario, Staff cited subsection 152(1) of the *Securities Act*. This proceeding was commenced pursuant to the CFA. The equivalent and applicable provision with respect to applications for letters of request under the CFA is subsection 84(1), which provides:

84. (1) The Commission may apply to the Superior Court of Justice for an order,
- (a) appointing a person to take the evidence of a witness outside of Ontario for use in a proceeding before the Commission; and
 - (b) providing for the issuance of a letter of request directed to the judicial authorities of the jurisdiction in which the witness is to be found, requesting the issuance of such process as is necessary to compel the person to attend before the person appointed under clause (a) to give testimony on oath or otherwise and to produce documents and things relevant to the subject-matter of the proceeding.

[58] If the Applicants intend to pursue the summons of any witnesses from outside Ontario, they should initiate the application pursuant to subsection 84(1) of the CFA as soon as possible after the merits hearing dates are scheduled in order to ensure that such witnesses can be made available for examination.

[59] Accordingly, while the Commission will strive to accommodate respondents’ requests for witness summonses in accordance with requirements of fairness and principles of natural justice, such requests must be reasonable, evidence sought must be relevant and evidence sought should not be unduly repetitious.

V. CONCLUSION

[60] Upon considering the submissions of the parties, I conclude that it is within the Commission’s jurisdiction to refuse to issue a summons where the evidence sought is not relevant to the subject-matter of the proceeding or it is otherwise excludable because it is unduly repetitious. In doing so, the Commission must consider whether any procedural unfairness would result to the Applicants.

[61] It is unclear whether the evidence sought to be tendered from all of the 679 account holders will be relevant and I am persuaded that the evidence of all 679 account holders will be unduly repetitious in this case. The Applicants are permitted to call a representative sample of each group of account holders that may provide relevant evidence, including a maximum of ten (10) Global Futures account holders, five (5) Mirus account holders and three (3) FXCM account holders.

[62] There is insufficient information upon which to actually issue any summonses at this time. As stated above, Khan made submissions on general categories of witnesses he requested to have summonsed and identified only a limited few by name. The merits hearing has not yet been scheduled for this matter. However, the Witness Motion was heard because a determination of the issues discussed above was a necessary precursor to the scheduling of a hearing on the merits. Therefore, I take no position on the appropriateness of summonsing the discrete witnesses about whom I heard brief submissions. I will defer to the judgment of the merits panel in that respect, should the Applicants wish to pursue these issues further once the merits hearing is scheduled.

Dated at Toronto this 23rd day of October, 2013.

“Mary G. Condon”

3.1.2 New Hudson Television Corporation et al.

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

AND

IN THE MATTER OF
NEW HUDSON TELEVISION CORP.,
NEW HUDSON TELEVISION LLC, AND JAMES DMITRY SALGANOV

SETTLEMENT AGREEMENT BETWEEN
JAMES DMITRY SALGANOV, NEW HUDSON TELEVISION CORP., NEW HUDSON TELEVISION LLC AND
STAFF OF THE ONTARIO SECURITIES COMMISSION

PART I – INTRODUCTION

1. By Notice of Hearing dated October 9th, 2012, the Ontario Securities Commission (the “Commission”) announced that it proposed to hold a hearing to consider whether, pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5 (the “Act”), it is in the public interest for the Commission to make certain orders in respect of Dmitry James Salganov, also known as “James Dmitry Salganov” (“Salganov”) and New Hudson Television LLC (“NHTV LLC”).
2. By Amended Statement of Allegations dated October 1, 2013, New Hudson Television Corp., (“NHTV Corp.”), was added as a Respondent on consent of all parties.

PART II – JOINT SETTLEMENT RECOMMENDATION

3. Staff of the Commission (“Staff”) recommend settlement with Salganov, NHTV Corp., and NHTV LLC (collectively the “Respondents”) of the proceeding commenced by Notice of Hearing dated October 9th, 2012 (the “Proceeding”) and the Amended Statement of Allegations filed October 1, 2013 according to the terms and conditions set out in Part V of this Settlement Agreement. The Respondents agree to the making of an order in the form attached as Schedule “A”, based on the facts set out below.

PART III – AGREED FACTS

4. For this Proceeding, and any other regulatory proceeding commenced by a securities regulatory authority in Canada, the Respondents agree with the facts as set out in Part III of this Settlement Agreement.
5. Staff and the Respondents agree that this Settlement Agreement is without prejudice to the Respondents in any past, present or future civil proceeding which may be brought by any person. Nothing in this Settlement Agreement is intended to be an admission of civil liability by the Respondents to any person or company; such liability is expressly denied.
6. Between December 30, 2010 and November 30, 2011 (the “Material Time”) the Respondents were not registered with the Commission in any capacity.
7. During the Material Time, Salganov was a Canadian citizen, residing in Bradenton, Florida. Salganov is currently a resident of Toronto, Ontario.
8. NHTV Corp., was incorporated in Ontario on April 14, 2003.
9. During the Material Time, Salganov was the sole directing mind of NHTV Corp., and NHTV LLC.
10. Between approximately September 2003 and December 2006 NHTV Corp., raised approximately CDN\$3.5 million from the sale of NHTV Corp. shares (the “NHTV Corp. Securities”) to more than 400 investors, the majority of whom lived in Ontario (the “Original Distribution”). The Original Distribution was a private placement distribution in which NHTV Corp., purported to rely on the Accredited Investor exemption at that time, pursuant to section 2.3 of the Commission’s Rule 45-106.
11. During the Material Time, at least 98 of the more than 400 investors from the Original Distribution (the “Investors”), were solicited by NHTV LLC representatives to convert their NHTV Corp. Securities into an NHTV LLC “Class A Offering” in “members interests” (“NHTV LLC Class A Offering”) and/or a “Senior Debt Offering” in “secured promissory

- notes” (the “NHTV LLC Senior Debt Offering”), (collectively the “NHTV LLC Securities”), and/or purchase NHTV LLC Securities.
12. During the Material Time, NHTV LLC, was seeking to raise US\$5 million dollars via a private offering of the NHTV LLC Securities, again relying on the Accredited Investor Exemption, pursuant to section 2.3 of National Instrument 45-106 (“National Instrument 45-106”).
 13. NHTV LLC representatives made prohibited undertakings to the Investors about the future price of NHTV LLC Class A Offering contrary to section 38(2) and representations that NHTV LLC Class A Offering would be listed on an exchange, contrary to section 38(3) of the Act.
 14. Five of the Investors paid US\$235,800 for the purchase of the NHTV LLC Class A Offering (the “NHTV LLC Funds”), four of whom do not meet the definition of an Accredited Investor as defined in National Instrument 45-106. One of the five investors may have met the Minimum Amount Investment Exemption, pursuant to section 2.10 of National Instrument 45-106.
 15. Salganov controlled the NHTV LLC Funds that were deposited to and subsequently disbursed from several bank account(s) of NHTV LLC held at a Wells Fargo Bank in Cheyenne, Wyoming (the “NHTV LLC Accounts”).
 16. NHTV LLC, has never filed a prospectus or preliminary prospectus with the Commission or obtained receipts for them from the Director as required by section 53 of the Act.
 17. The trading of NHTV LLC Securities as set out herein constituted a distribution of NHTV LLC Securities by Salganov, NHTV LLC, and its representatives in circumstances where there were no exemptions available to them under the Act, contrary to section 53 of the Act.
 18. Salganov and NHTV LLC representatives engaged in fraudulent conduct by making false, inaccurate and misleading statements to the Investors orally and in writing, contrary to section 126.1(b) of the Act.
 19. NHTV LLC, is a company which was registered in the State of Wyoming on December 30, 2010. During the Material Time, the principal office for NHTV LLC was a “virtual office” in Tampa, Florida. NHTV LLC is not a reporting issuer or registrant in Ontario.
 20. On February 9, 2011, NHTV LLC filed an “Amendment to Articles of Organization” with the State of Wyoming in order to effect a “convergence” between NHTV LLC and NHTV Corp. Salganov executed the “convergence” and purportedly moved NHTV Corp., into the United States and changed the name of NHTV Corp., to NHTV LLC. The “convergence” amounted to nothing more than filing the aforementioned amendment with the State of Wyoming and a purported conversion of “Founders” shares into the surviving company.

Unregistered Trading and Advising:

21. During the Material Time, NHTV LLC representatives contacted the Investors by telephone and/or email to convert their NHTV Corp. Securities into NHTV LLC Securities, and/or purchase NHTV LLC Securities.
22. The Investors were provided with an NHTV LLC private placement memorandum (the “PPM”) detailing the offering of and the specifics of the NHTV LLC Securities, (“The Offering”). The period of The Offering was January 5, 2011 to November 30, 2011.
23. The PPM specified that NHTV LLC, would use the proceeds raised through The Offering to market its services with “the eventual goal of going public in the United States, and Canadian Markets.”
24. Five of the Investors executed The Offering with NHTV LLC and paid the NHTV LLC Funds into one of the NHTV LLC Accounts.
25. NHTV LLC was never listed on a United States or Canadian public market.
26. Through the “convergence,” Salganov and NHTV Corp. traded in NHTV Corp. Securities without proper registration, in circumstances in which no exemption was available, contrary to section 25(1)(a) of the Act and contrary to the public interest.
27. NHTV LLC and its representatives, including Salganov, traded in NHTV LLC Securities without the proper registration in circumstances in which no exemption was available, contrary to section 25(1)(a) of the Act.

28. Through the “convergence,” Salganov and NHTV Corp. advised in NHTV Corp. Securities without proper registration, in circumstances in which no exemption was available, contrary to section 25(3) of the Act and contrary to the public interest.
29. NHTV LLC and its representatives, including Salganov, advised in NHTV LLC Securities without the proper registration in circumstances in which no exemption was available, contrary to section 25(3) of the Act.

Prohibited Undertakings and Representations Contrary to Section 38 of the Act

30. NHTV LLC’s representatives, including Salganov, made misleading oral undertakings to the Investors about the future value or price of the NHTV LLC Class A Offering, contrary to section 38(2) of the Act.
31. NHTV LLC and its representatives, including Salganov, made misleading oral and written representations to the Investors that the NHTV LLC Class A Offering would be listed on a United States or Canadian public market when the Director had not provided written permission to Salganov or NHTV LLC, to make these representations, contrary to section 38(3) of the Act.

Illegal Distribution of NHTV LLC Securities Contrary to Section 53 of the Act

32. NHTV LLC has never filed a prospectus or preliminary prospectus with the Commission or obtained receipts for them from the Director as required by section 53(1) of the Act.

Fraudulent Conduct Contrary to Section 126.1 of the Act

33. Salganov and the NHTV LLC representatives provided information to the Investors that was false, inaccurate and misleading, including, but not limited to, the following:
 - (a) by copying substantial portions of text, statistics and projected financial results from a 2006 NHTV Corp., business plan into the PPM;
 - (b) that “New Hudson Broadband Corp.,” an Ontario Corporation, had relocated to the United States and was an operating LLC;
 - (c) that the NHTV LLC Funds would be deposited in the “Company’s UBS Financial Services brokerage account investing in UBS Short Term AAA rate insured instruments”;
 - (d) by copying text from other websites onto NHTV LLC’s website; and,
 - (e) by not advising Investors that approximately US\$175,000 of NHTV LLC Funds were withdrawn in cash from the NHTV LLC Accounts and not used as set out in the PPM.
34. Salganov, and NHTV LLC, on their own and through NHTV LLC representatives engaged in a course of conduct relating to the NHTV LLC Securities that they knew or reasonably ought to have known would result in a fraud on persons or companies contrary to section 126.1(b) of the Act.

PART IV – CONDUCT CONTRARY TO ONTARIO SECURITIES LAW AND THE PUBLIC INTEREST

35. By engaging in the conduct described above, Salganov on his own behalf and on behalf of NHTV Corp., and NHTV LLC, admits and acknowledges that the Respondents contravened Ontario securities law during the Material Time in the following ways:
 - (i) Salganov, NHTV Corp., NHTV LLC, and its representatives traded and engaged in or held themselves out as engaging in the business of trading in securities without being registered to do so in circumstances in which no exemption was available, contrary to section 25(1)(a) of the Act and contrary to the public interest;
 - (ii) Salganov, NHTV Corp., NHTV LLC, and its representatives advised and engaged in or held themselves out as engaging in the business of advising members of the public with respect to investing in, buying or selling securities without being registered to do so in circumstances in which no exemption was available, contrary to section 25(3) of the Act and contrary to the public interest;
 - (iii) Salganov, NHTV LLC, and its representatives made misleading oral undertakings to the Investors about the future value or price of the NHTV LLC Securities, contrary to section 38(2) of the Act and contrary to the public interest;

- (iv) Salganov, NHTV LLC, and its representatives made misleading oral and written representations to the Investors that NHTV LLC would be listed on a United States or Canadian public market, when the Director had not provided written permission to Salganov, or NHTV LLC to make these representations, contrary to section 38(3) of the Act and contrary to the public interest;
 - (v) NHTV LLC has never filed a prospectus or preliminary prospectus with the Commission or obtained receipts for them from the Director as required by section 53(1) of the Act. The trading of NHTV LLC Securities as set out above constituted a distribution of NHTV LLC Securities by Salganov and NHTV LLC in circumstances where there were no exemptions available to them under the Act, contrary to section 53(1) of the Act and contrary to the public interest;
 - (vi) Salganov and NHTV LLC, engaged in or participated in acts, practices or courses of conduct relating to NHTV LLC Securities that Salganov and NHTV LLC knew or reasonably ought to have known perpetrated a fraud on persons or companies, contrary to section 126.1(b) of the Act and contrary to the public interest; and,
 - (vii) Salganov did authorize, permit or acquiesce in the non-compliance with sections 25(1)(a), 25(3), 38(2), 38(3), 53(1) and 126.1(b) of the Act, as set out above, by NHTV Corp., and NHTV LLC, and their representatives, and is deemed to also have not complied with Ontario securities law, by virtue of section 129.2 of the Act and contrary to the public interest.
36. Salganov on his own behalf and on behalf of NHTV Corp., and NHTV LLC, admits and acknowledges that the Respondents acted contrary to the public interest by contravening Ontario securities law as set out in sub-paragraphs 35 (i) to (vii).

PART V – TERMS OF SETTLEMENT

37. Salganov on his own behalf and on behalf of NHTV Corp., and NHTV LLC, agrees to the following terms of settlement listed below.
38. The Commission will make an order, pursuant to sections 127(1) and section 127.1 of the Act, that:
- (a) the Settlement Agreement between Staff of the Commission and the Respondents is approved;
 - (b) pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by the Respondents shall cease permanently from the date of the approval of the Settlement Agreement except that, following full payment of the administrative penalty and disgorgement orders made against the Respondents as a result of this Settlement Agreement, Salganov is permitted to trade in securities in mutual funds through a registered dealer for the account of his Registered Retirement Savings Plan and Registered Education Savings Plan, as defined in the *Income Tax Act*, R.S.C. 1985, c.1, as amended (the "*Income Tax Act*");
 - (c) pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by the Respondents shall cease permanently from the date of the approval of the Settlement Agreement except that, following full payment of the administrative penalty and disgorgement orders made against the Respondents as a result of this Settlement Agreement, Salganov is permitted to acquire mutual funds through a registered dealer for the account of his Registered Retirement Savings Plan and Registered Education Savings Plan, as defined in the *Income Tax Act*;
 - (d) pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to the Respondents permanently;
 - (e) pursuant to clause 6 of subsection 127(1) of the Act, Salganov be reprimanded;
 - (f) pursuant to clauses 7, 8.1 and 8.3 of subsection 127(1) of the Act, Salganov resign one or more positions that he holds as a director or officer of any issuer, registrant, or investment fund manager;
 - (g) pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, Salganov be prohibited from becoming or acting as a director or officer of any issuer, registrant, or an investment fund manager;
 - (h) pursuant to clause 8.5 of subsection 127(1) of the Act, the Respondents be prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter;
 - (i) pursuant to clause 9 of subsection 127(1) of the Act, the Respondents shall jointly and severally pay an administrative penalty of \$150,000 for their failure to comply with Ontario securities law, that is designated

under the terms of the order or Settlement Agreement in accordance with subsection 3.4(2)(b) of the Act. Such amount is to be distributed as directed by the Commission; and,

- (j) pursuant to clause 10 of subsection 127(1) of the Act, the Respondents shall jointly and severally disgorge to the Commission \$235,000 obtained as a result of their non-compliance with Ontario securities law, that is designated under the terms of the order or Settlement Agreement in accordance with subsection 3.4(2)(b) of the Act. Such amount is to be distributed as directed by the Commission.

PART VI – STAFF COMMITMENT

- 39. If the Commission approves this Settlement Agreement, Staff will not commence any proceeding under Ontario securities law in relation to the facts set out in Part III of this Settlement Agreement, subject to the provisions of paragraph 40 below.
- 40. If the Commission approves this Settlement Agreement and any Respondent fails to comply with any of the terms of the Settlement Agreement, Staff may bring proceedings under Ontario securities law against any Respondent. These proceedings may be based on, but are not limited to, the facts set out in Part III of this Settlement Agreement as well as the breach of the Settlement Agreement.

PART VII – PROCEDURE FOR APPROVAL OF SETTLEMENT

- 41. The parties will seek approval of this Settlement Agreement at a public hearing before the Commission scheduled for October 17th, 2013, at 11:30 a.m. or on another date agreed to by Staff and Salganov, according to the procedures set out in this Settlement Agreement and the Commission's Rules of Practice.
- 42. Staff and the Respondents agree that this Settlement Agreement will form all of the agreed facts that will be submitted at the settlement hearing on the Respondents' conduct, unless the parties agree that additional facts should be submitted at the settlement hearing.
- 43. If the Commission approves this Settlement Agreement, the Respondents agree to waive all rights to a full hearing, judicial review or appeal of this matter under the Act.
- 44. If the Commission approves this Settlement Agreement, neither party will make any public statement that is inconsistent with this Settlement Agreement or with any additional agreed facts submitted at the settlement hearing.
- 45. Whether or not the Commission approves this Settlement Agreement, the Respondents will not use, in any proceeding, this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as the basis for any attack on the Commission's jurisdiction, alleged bias, alleged unfairness, or any other remedies or challenges that may otherwise be available.

PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT

- 46. If the Commission does not approve this Settlement Agreement or does not make the order attached as Schedule "A" to this Settlement Agreement:
 - (a) this Settlement Agreement and all discussions and negotiations between Staff and the Respondents before the settlement hearing takes place will be without prejudice to Staff and the Respondents; and,
 - (b) Staff and the Respondents will each be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing of the allegations contained in the Statement of Allegations and Amended Statement of Allegations. Any proceedings, remedies and challenges will not be affected by this Settlement Agreement, or by any discussions or negotiations relating to this Settlement Agreement.
- 47. All parties will keep the terms of the Settlement Agreement confidential until the Commission approves the Settlement Agreement. At that time, the parties will no longer have to maintain confidentiality. If the Commission does not approve the Settlement Agreement, all parties must continue to keep the terms of the Settlement Agreement confidential, unless they agree in writing not to do so or if required by law.

PART IX – EXECUTION OF SETTLEMENT AGREEMENT

- 48. The parties may sign separate copies of this Settlement Agreement. Together, these signed copies will form a binding agreement.

49. A faxed copy of any signature will be treated as an original signature.

Dated this 15th day of October, 2013.

"James Dmitry Salganov"

James Dmitry Salganov

"Jennifer Bertrand"

Witness

"James Dmitry Salganov"

James Dmitry Salganov
On Behalf of NHTV Corp.

"Jennifer Bertrand"

Witness

"James Dmitry Salganov"

James Dmitry Salganov
On Behalf of NHTV LLC

"Jennifer Bertrand"

Witness

STAFF OF THE ONTARIO SECURITIES COMMISSION

"Tom Atkinson"

Tom Atkinson
Director, Enforcement Branch

Dated this 16th day of October, 2013.

“Schedule A”

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

AND

**IN THE MATTER OF
NEW HUDSON TELEVISION CORP.,
NEW HUDSON TELEVISION LLC, AND
JAMES DMITRY SALGANOV**

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

WHEREAS on October 9th, 2012, the Commission issued a Notice of Hearing (the “Notice of Hearing”) pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. s.5, as amended (the “Act”), accompanied by a Statement of Allegations dated October 9, 2012 issued by Staff of the Commission (“Staff”) with respect to New Hudson Television LLC (“NHTV LLC”) and Dmitry James Salganov, hereafter known as James Dmitry Salganov (“Salganov”);

AND WHEREAS on October 1st, 2013, Staff filed an Amended Statement of Allegations, which added the respondent New Hudson Television Corp. (“NHTV Corp.”, and together with NHTV LLC and Salganov, the “Respondents”);

AND WHEREAS Salganov, on his own behalf and on behalf of NHTV LLC and NHTV Corp., entered into a Settlement Agreement with Staff dated the 15th day of October, 2013, (the “Settlement Agreement”) in which the Respondents agreed to a proposed settlement of the proceeding, subject to the approval of the Commission;

AND WHEREAS on October 15th, 2013, the Commission issued a Notice of Hearing pursuant to section 127 of the Act to announce that it proposed to hold a hearing to consider whether it is in the public interest to approve the Settlement Agreement;

AND UPON reviewing the Settlement Agreement, the Notice of Hearing, the Statement of Allegations and the Amended Statement of Allegations of Staff, and upon hearing submissions from Staff and from Salganov, on his own behalf and on behalf of NHTV LLC and NHTV Corp.;

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

IT IS HEREBY ORDERED THAT:

- a. the Settlement Agreement is approved;
- b. pursuant to clause 2 of subsection 127(1) of the Act, trading in any securities by the Respondents shall cease permanently from the date of the approval of the Settlement Agreement except that, following full payment of the administrative penalty and disgorgement orders made against the Respondents as a result of the Settlement Agreement, Salganov is permitted to trade in securities in mutual funds through a registered dealer for the account of his Registered Retirement Savings Plan and Registered Education Savings Plan, as defined in the *Income Tax Act*, R.S.C. 1985, c.1, as amended (the “*Income Tax Act*”);
- c. pursuant to clause 2.1 of subsection 127(1) of the Act, the acquisition of any securities by the Respondents shall cease permanently from the date of the approval of the Settlement Agreement except that, following full payment of the administrative penalty and disgorgement orders made against the Respondents as a result of the Settlement Agreement, Salganov is permitted to acquire mutual funds through a registered dealer for the account of his Registered Retirement Savings Plan and Registered Education Savings Plan, as defined in the *Income Tax Act*;
- d. pursuant to clause 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to the Respondents permanently;
- e. pursuant to clause 6 of subsection 127(1) of the Act, Salganov be reprimanded;
- f. pursuant to clauses 7, 8.1 and 8.3 of subsection 127(1) of the Act, Salganov resign one or more positions that he holds as a director or officer of any issuer, registrant, or investment fund manager;

Reasons: Decisions, Orders and Rulings

- g. pursuant to clauses 8, 8.2 and 8.4 of subsection 127(1) of the Act, Salganov be prohibited from becoming or acting as a director or officer of any issuer, registrant, or an investment fund manager;
- h. pursuant to clause 8.5 of subsection 127(1) of the Act, the Respondents be prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter;
- i. pursuant to clause 9 of subsection 127(1) of the Act, the Respondents shall jointly and severally pay an administrative penalty of \$150,000 for their failure to comply with Ontario securities law, that is designated under the terms of the order or the Settlement Agreement in accordance with subsection 3.4(2)(b) of the Act. Such amount is to be distributed as directed by the Commission; and,
- j. pursuant to clause 10 of subsection 127(1) of the Act, the Respondents shall jointly and severally disgorge to the Commission \$235,000 obtained as a result of their non-compliance with securities law, that is designated under the terms of the order or the Settlement Agreement in accordance with subsection 3.4(2)(b) of the Act. Such amount is to be distributed as directed by the Commission.

Dated at Toronto, Ontario this ____ day of October, 2013.

Vern Krishna, C.M., Q.C.

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
Twoco Petroleums Ltd.	29 Oct 13	11 Nov 13		

4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order

THERE ARE NO ITEMS FOR THIS WEEK.

4.2.2 Outstanding Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Strike Minerals Inc.	19 Sept 13	01 Oct 13	01 Oct 13		

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Chapter 5

Rules and Policies

5.1.1 OSC Rule 11-501 Electronic Delivery of Documents to the Ontario Securities Commission and Consequential Policy Amendments

NOTICE OF COMMISSION APPROVAL OF
ONTARIO SECURITIES COMMISSION RULE 11-501
ELECTRONIC DELIVERY OF DOCUMENTS TO THE ONTARIO SECURITIES COMMISSION
AND
CONSEQUENTIAL POLICY AMENDMENTS

October 31, 2013

Introduction

On October 22, 2013, the Ontario Securities Commission (the OSC, the Commission or we) made as a rule under the *Securities Act*, OSC Rule 11-501 *Electronic Delivery of Documents to the Ontario Securities Commission* (the Rule), and adopted consequential amendments to National Policies 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions*, 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* and 11-205 *Process for Designation of Credit Rating Agencies in Multiple Jurisdictions* (the Policy Amendments).

The Rule, Policy Amendments and other required materials were delivered to the Minister of Finance on October 30, 2013. If the Minister approves the Rule or does not take any further action by December 30, 2013, the Rule will come into force on February 19, 2014. The Policy Amendments will come into force on the same date as the Rule.

Substance and Purpose

The Rule will make electronic filing mandatory for a number of documents that are currently filed with the Commission in paper format. The documents generally include the forms, notices and other materials required under Ontario's securities rules that are not covered already by SEDAR, SEDI and NRD, the CSA national electronic filing systems.

Electronic filing is a convenience to filers and would allow for the efficient collection and use of information by the OSC. For example, each year we receive more than 6,000 Reports of Exempt Distribution and more than 1,800 submissions of Form 31-103F1. We anticipate that mandatory electronic filing will:

- streamline the submission process and regulatory burden for market participants in Ontario;
- improve our data analysis, compliance and enforcement capabilities by requiring more reports in a machine-readable format; and
- reduce the effort and time required to process and analyze the documents, allowing the Commission to focus resources on more substantive matters.

Initially many of the required documents will continue to be filed in unstructured format, typically PDF. Our intention is to migrate many of these documents to online web-based forms and structured data. At the time the rule becomes effective, we expect the following forms to be available only as online web-based forms:

- Form 21-101F3 *Quarterly Report of Marketplace Activities*
- Form 24-101F1 *Registered Firm Exception Report of DAP/RAP Trade Reporting and Matching*
- Form 31-103F1 *Calculation of Excess Working Capital*
- Form 45-106F1 *Report of Exempt Distribution*
- Form 45-501F1 *Report of Exempt Distribution*

- Applications for Exemptive Relief and Pre Files

These forms are currently available on the OSC website either to the general public on a voluntary basis, or to select market participants on a 'pilot' testing basis. We anticipate that the online filing portal will be available on a voluntary basis for all users by January 10, 2014 with electronic filing becoming mandatory on February 19, 2014.

The reference in Appendix A to "Applications, as defined in National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions*" would mean that any application for relief or approval would have to be filed in electronic form, even if the relevant section number of the statutory provision, national instrument, rule or policy was not listed in Appendix A.

The Policy Amendments, relevant only in Ontario, are consequential to the Rule. The Policy Amendments make cross-references to the Rule and to the URL address contemplated in the Rule.

For additional background, please refer to the notice and request for comment we published with the proposed Rule on April 11, 2013.

Comments Received

After we published the proposed Rule for comment on April 11, 2013, we received submissions from two commenters. We have considered the comments received and thank all of the commenters for their input. The names of commenters and a summary of their comments, together with our responses, are contained in Annex A of this notice. Copies of the comment letters are available on the Commission's website at www.osc.gov.on.ca.

We also conducted a voluntary testing process for some of the electronic forms noted above seeking specific feedback from filing agents and market participants. The web-based Report of Exempt Distribution form has been available on a voluntary basis since June 2012.

We have made a number of changes to the electronic forms and filing process based on comments noted above and other informal comments received during the testing process. We anticipate continuing the testing and further refining the filing process to reflect market participant and Commission needs going forward.

Summary of Changes to the Rule

We have made some revisions to the materials that were published for comment. Those revisions are reflected in the Rule. As these changes are not material, we are not republishing the Rule for a further comment period.

In particular, we added a definition of "deliver to" to clarify that this Rule will not affect the existing interpretation of the term "filed" as contemplated in the Act and discussed in OSC Policy 13-601. We have also updated Appendix A of the Rule to itemize other documents that would have been captured as "required documents" but were not listed in this appendix.

Amendments to Ontario Regulation 1015 under Subsection 143(3) of the Securities Act

Concurrently with the Rule, the Commission has made a regulation (the Regulation) to amend Ontario Regulation 1015 under subsection 143(3) of the *Securities Act*.

Subject to Ministerial approval, the Regulation comes into force on the later of (a) the day the Regulation is filed; and (b) the day that the Rule comes into force.

Final Materials

The Rule is set out in Annex B. The Policy Amendments are set out in Annex C. The Regulation is set out in Annex D.

Questions

Please refer your questions to any of the following:

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Annex A
List of Commenters and Response to Comments

List of Commenters

Borden Ladner Gervais LLP
Osler, Hoskin & Harcourt LLP

Response to Comments

Item	Issue	Commission's Response
1.	Both commenters were supportive of the OSC's efforts to improve data analysis capabilities, but concerned about the administrative effort and regulatory burden of the initiative – in particular the Report of Exempt Distribution electronic form (the 45-106F1 eform).	<p>We acknowledge that the transition from existing paper filing processes to electronic filing may result in additional burden for some market participants but believe that the impact is proportionate to the benefits we seek, including automating processes that were previously manual, improving the quality of submissions and reducing the volume of physical correspondence between market participants and the OSC.</p> <p>We have taken a number of steps (including the specific steps identified below) to streamline the filing process for the 45-106F1 eform and other electronic forms. We intend to continue to seek out feedback from filing agents and market participants to further improve the filing process going forward.</p>
2.	One commenter noted that the 45-106F1 eform may not result in submissions that are of higher quality than those made in paper form.	In our experience to date with voluntary filings made using this form, we have found that submissions made using the electronic form are more accurate and of higher quality than those submissions made in paper form.
3.	To ease the administrative effort involved in completing the 45-106F1 eform, one commenter suggested that the form be changed to allow it to be prepared offline.	<p>The majority of the information in this form may be prepared offline in the commissions and finder's fee template worksheet (Item 8) and Schedule I.</p> <p>We have also added the ability to save the form 'in progress' to allow for additional collaboration.</p>
4.	The OSC should eliminate the need for electronic and paper submission for each 45-106F1 eform filing by allowing for electronic payment of filing fees rather than maintaining the requirement to pay filing fees by cheque.	We agree, and will be implementing online payment of these filing fees by debit and credit card. We intend to continue to assess alternative payment mechanisms in future years.
5.	Both commenters expressed concern about the use of online web-based forms that would apply in Ontario only and expressed a desire to allow for the same form of document to be delivered or filed in all CSA jurisdictions.	The OSC is committed to the CSA's initiative to replace the core CSA national systems, including SEDAR, and will work closely with the CSA to develop harmonized web-based forms as part of this initiative. In the interim, we have changed the 45-106F1 eform so that the completed form can be printed in a format substantially similar to the paper form. We have initiated discussions with the other CSA jurisdictions (except British Columbia, which generally requires its own report of exempt distribution) to determine whether they will accept a print out of the completed 45-106F1 eform to be filed in lieu of the paper form and expect to provide further guidance before the date electronic filing becomes mandatory.

Rules and Policies

Item	Issue	Commission's Response
6.	One commenter noted that the information set forth in Schedule I to the 45-106F1 eform is highly personal and in the case of non-individual investors, may also constitute proprietary information. The commenter expressed the belief that it is extremely important for the protection of personal privacy and proprietary information that the OSC respond to freedom of information access requests for this information by providing the requesting party with data in paper format only.	We anticipate continuing to respond to freedom of information access requests for this information by providing the information in paper format. In all cases, access will be subject to the personal privacy and confidential business information exemptions in freedom of information legislation.

ANNEX B

THE RULE

Interpretation

1. (1) In this Rule

“form filer” means a person or company required or permitted by Ontario securities law to file or deliver a required document with the Ontario Securities Commission;

“NRD” has the meaning ascribed to it in National Instrument 31-102 *National Registration Database*;

“required document” means

- (a) a document listed in Appendix A; or
- (b) any other document required to be filed with or delivered to the Ontario Securities Commission under Ontario securities law by
 - (i) a market participant, or
 - (ii) another person or company exempted from a requirement of Ontario securities law by reason of section 147 of the Act or an application otherwise provided for in Ontario securities law;

“SEDAR” has the meaning ascribed to it in National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)*;

“SEDI” has the meaning ascribed to it in National Instrument 55-102 *System for Electronic Disclosure by Insiders (SEDI)*.

(2) In this Rule, unless the context otherwise requires, “document” includes “information”, “material” and “notice” as those words are used in Ontario securities law.

(3) In this Rule, a reference to a document that is required or permitted to be delivered includes a document that is required or permitted to be deposited with, or delivered, furnished, sent, provided or submitted to, the Ontario Securities Commission under Ontario securities law.

(4) The transmission of a document in electronic format to the Ontario Securities Commission under section 2 of this Rule constitutes

- (a) if the document is required or permitted to be filed under Ontario securities law, the filing of that document under Ontario securities law; and
- (b) if the document is required or permitted to be delivered to the Ontario Securities Commission under Ontario securities law, the delivery of that document.

Electronic filing

2. (1) Each required document of a person or company must be transmitted to the Ontario Securities Commission electronically by the person or company following the steps set out at <https://www.osc.gov.on.ca/filings>.

(2) Subsection 2(1) does not apply to any required document that is

- (a) filed or delivered through SEDAR, SEDI or NRD;
- (b) filed or delivered under the Ontario Securities Commission Rules of Procedure; or
- (c) filed or delivered under Part V, Part VI or Part VII of the Securities Act.

Temporary technical difficulties exemption

3. (1) If unanticipated technical difficulties prevent the timely transmission of a required document, the form filer may transmit the document by e-mail as soon as practical and in any event no later than 2 business days after the day on which the filing was required.

(2) A filing under subsection (1) must include the following legend at the top of the first page:

THIS REPORT IS BEING FILED UNDER A TEMPORARY TECHNICAL DIFFICULTIES
EXEMPTION

(3) In addition to filing or delivery under subsection (1), a copy of each completed required document of a form filer must be transmitted under section 2 as soon as practical after the unanticipated technical difficulty has been resolved and in any event no later than 3 business days after resolution of the technical difficulties.

(4) If a document is filed or delivered as required under this section, the date by which the document is required to be filed or delivered under Ontario securities law is deemed to be the date on which the document is filed electronically under section 2.

Exemption

4. The Director may grant an exemption from the provisions of this Rule, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

Effective Date

5. This Rule comes into force on February 19, 2014.

Appendix A

Document Reference	Description of Document
Securities Act, s. 1(10)	Applications to the Commission under clause 1(10) of the <i>Securities Act</i>
Securities Act, s. 1(11)	Applications to the Commission under clause 1(11) of the <i>Securities Act</i>
Securities Act, Part VIII	Applications to the Commission for recognition or designation under Part VIII of the <i>Securities Act</i>
Securities Act, s. 21.4	Applications to the Commission for the voluntary surrender of a recognition or designation under section 21.4 of the <i>Securities Act</i>
Securities Act, s. 75(3) 51-102, s. 7.1(2), 81-106, s. 11.2(4)	Confidential material change reports permitted to be filed under subsection 75(3) of the <i>Securities Act</i> , subsection 7.1(2) of National Instrument 51-102 <i>Continuous Disclosure Obligations</i> , or subsection 11.2(2) of NI 81-106 <i>Investment Fund Continuous Disclosure</i>
Securities Act, s. 75(4) 51-102, s. 7.1(5), 81-106, s. 11.2(4)	The notification required under subsection 75(4) of the <i>Securities Act</i> , subsection 7.1(5) of NI 51-102 <i>Continuous Disclosure Obligations</i> , or subsection 11.2(4) of NI 81-106 <i>Investment Fund Continuous Disclosure</i>
Securities Act, Part XXIII.1	Notices and other documents to be sent to the Commission under Part XXIII.1 of the <i>Securities Act</i>
Securities Act, s. 144	Applications to the Commission to vary or revoke a recognition or designation granted under Part VIII of the <i>Securities Act</i>
11-202	Pre-filings or waiver applications within the meaning of National Policy 11-202 <i>Process for Prospectus Reviews in Multiple Jurisdictions</i>
11-203	Pre-filings, as defined in National Policy 11-203 <i>Process for Exemptive Relief Applications in Multiple Jurisdictions</i>
11-203	Applications, as defined in National Policy 11-203 <i>Process for Exemptive Relief Applications in Multiple Jurisdictions</i>
11-205	Applications to become Designated Rating Organization, under the process set out in National Policy 11-205 <i>Process for Designation of Credit Rating Organizations in Multiple Jurisdictions</i>
12-202	Applications to vary or revoke a CTO as defined in National Policy 12-202 <i>Revocation of a Compliance-related Cease Trade Order</i>
13-101 s.2.1	Documents to be filed with the Commission by issuers not required to comply with National Instrument 13-101 <i>System for Electronic Document Analysis and Retrieval</i> in accordance with section 2.1 of that Instrument
13-101 s.2.3	Documents to be filed with the Commission in paper format under section 2.3 of National Instrument 13-101 <i>System for Electronic Document Analysis and Retrieval</i>
13-502F4	Form 13-502F4 <i>Capital Markets Participation Fee Calculation</i>
13-502F5	Form 13-502F5 <i>Adjustment of Fee for Registrant Firms and Unregistered Exempt International Firms</i>
13-503F1	Form 13-503F1 <i>Capital Markets Participation Fee Calculation (Firms registered only under the Commodity Futures Act)</i>
13-503F2	Form 13-503F2 <i>Adjustment of Fee for Registrant Firms registered only under the Commodity Futures Act</i>
13-502F8	Form 13-502F8 <i>Designated Rating Organizations – Participation Fee</i>
21-101F1	Form 21-101F1 <i>Information Statement Exchange or Quotation and Trade Reporting System</i>
21-101F2	Form 21-101F2 <i>Initial Operation Report Alternative Trading System</i>

Document Reference	Description of Document
21-101F3	Form 21-101F3 <i>Quarterly Report of Alternative Trading System Activities</i>
21-101F4	Form 21-101F4 <i>Cessation of Operations Report for Alternative Trading System</i>
21-101F5	Form 21-101F5 <i>Initial Operation Report for Information Processor</i>
21-101F6	Form 21-101F6 <i>Cessation of Operations Report for Information Processor</i>
24-101F1	Form 24-101F1 <i>Registered Firm Exception Report of DAP/RAP Trade Reporting and Matching</i>
24-101F2	Form 24-101F2 <i>Clearing Agency - Quarterly Operations Report of Institutional Trade Reporting and Matching</i>
24-101F3	Form 24-101F3 <i>Matching Service Utility - Notice of Operations</i>
24-101F4	Form 24-101F4 <i>Matching Service Utility - Notice of Cessation of Operations</i>
24-101F5	Form 24-101F5 <i>Matching Service Utility - Quarterly Operations Report of Institutional Trade Reporting and Matching</i>
25-101F1	Form 25-101F1 <i>Designated Rating Organization Application and Annual Filing</i>
25-101F2	Form 25-101F2 <i>Submission to Jurisdiction and Appointment of Agent for Service of Process</i>
31-103 s. 11.9	Notice of acquisition pursuant to section 11.9 of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i>
31-103 s. 11.10	Notice of acquisition pursuant to section 11.10 of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i>
31-103 s. 12.2	Notice of repayment or termination of subordination agreement pursuant to section 12.2 of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i>
31-103 s. 12.7	Notice of change, claim or cancellation of insurance policy pursuant to section 12.7 of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i>
31-103F1	Form 31-103F1 <i>Calculation of Excess Working Capital</i> , together with associated financial information as required by sections 12.12, 12.13 and 12.14 of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i>
31-103F2	Form 31-103F2 <i>Submission to Jurisdiction and Appointment of Agent for Service</i>
31-103F3	Form 31-103F3 <i>Use of Mobility Exemption</i>
31-317	CSA Staff Notice: 31-317 (Revised) <i>Reporting Obligations Related to Terrorist Financing</i>
32-102F1	Form 32-102F1 <i>Submission to Jurisdiction and Appointment of Agent for Service for International Investment Fund Manager</i>
32-102F2	Form 32-102F2 <i>Notice of Regulatory Action</i>
33-109F5	Form 33-109F5 <i>Change of Registration Information</i>
33-109F6	Form 33-109F6 <i>Firm Registration</i>
33-506F5	Form 33-506F5 <i>Change of Registration Information (Commodity Futures Act)</i>
33-506F6	Form 33-506F6 <i>Firm Registration (Commodity Futures Act)</i>
35-101F1	Form 35-101F1 <i>Form of Submission to Jurisdiction and Appointment of Agent for Service of Process by Broker-Dealer</i>

Document Reference	Description of Document
35-101F2	Form 35-101F2 <i>Form of Submission to Jurisdiction and Appointment of Agent for Service of Process by Agents of the Broker-Dealer</i>
43-101F1	Form 43-101F1 <i>Technical Report</i>
45-101F	Form 45-101F <i>Information Required in a Rights Offering Circular</i>
45-101 s. 3.1(1)2	A statement of the issuer sent pursuant to paragraph 2 of subsection 3.1(1) of National Instrument 45-101 <i>Rights Offerings</i>
45-101 s.10.1	Notice and materials sent pursuant to subsection 10.1 of National Instrument 45-101 <i>Rights Offerings</i>
45-106F1	Form 45-106F1 <i>Report of Exempt Distribution</i>
45-106 s.2.42(2)(a)	Notice to the Commission given pursuant to paragraph 2.42(2)(a) of National Instrument 45-106 <i>Prospectus and Registration Exemptions</i>
45-106 s.4.1(4)	Letters filed with the Commission pursuant to subsection 4.1(4) of National Instrument 45-106 <i>Prospectus and Registration Exemptions</i>
45-501F1	Form 45-501F1 <i>Report of Exempt Distribution</i>
45-501 s.5.4	Delivery of an offering memorandum or any amendment to a previously delivered offering memorandum in accordance with section 5.4 of OSC Rule 45-501 <i>Ontario Prospectus and Registration Exemptions</i>
71-101F1	Form 71-101F1 <i>Forms of Submission to Jurisdiction and Appointment of Agent for Service of Process</i>
81-102 s. 5.8(3)	Notice to the Commission by a manager under subsection 5.8(3) of National Instrument 81-102 <i>Mutual Funds</i>
81-102 s. 6.7(3)	Delivery of custodian compliance reports under subsection 6.7(3) of National Instrument 81-102 <i>Mutual Funds</i>
81-102 s. 12.1(2), 12.1(3)	Compliance reports under subsection 12.1(2) or 12.1(3) of National Instrument 81-102 <i>Mutual Funds</i>
81-106 s. 2.11(c)	Notice to the Commission that a mutual fund is relying on the exemption not to file its financial statements in section 2.11 of National Instrument 81-106 <i>Investment Fund Continuous Disclosure</i>
91-507, Part 4	OTC Derivative Trade Reporting (not already reported to repository) pursuant to Part 4 of OSC Rule 91-507 <i>Trade Repositories and Derivatives Data Reporting</i>
Business Corporations Act, s. 1(6)	Applications to the Commission under subsection 1(6) of the <i>Business Corporations Act</i>
Business Corporations Act, s. 46(4)	Applications to the Commission under subsection 46(4) of the <i>Business Corporations Act</i>
Business Corporations Act, s. 113	Applications to the Commission under section 113 of the <i>Business Corporations Act</i>
Business Corporations Act, s. 158(1.1)	Applications to the Commission under subsection 158(1.1) of the <i>Business Corporations Act</i>
Business Corporations Act, s. 190(6)	Applications to the Commission under subsection 190(6) of the <i>Business Corporations Act</i>
Ont. Reg. 289/00 made under the Business Corporations Act, s. 4(b)	Applications to the Commission for consents under subsection 4(b) of Ont. Reg. 289/00 made under the <i>Business Corporations Act</i>

Rules and Policies

Document Reference	Description of Document
Loan and Trust Corporations Act, s. 213(3)(b)	Applications to the Commission for approvals under subsection 213(3)(b) of the <i>Loan and Trust Corporations Act</i>

ANNEX C

THE POLICY AMENDMENTS

Policy Amendment in Ontario to
National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions*

1. **Section 8.1 of National Policy 11-202 Process for Prospectus Reviews in Multiple Jurisdictions is changed by adding the following after subsection 8.1(1):**

(1.1) Despite subsection (1), in Ontario prefilings and waiver applications are submitted in accordance with Ontario Securities Commission Rule 11-501 *Electronic Delivery of Documents to the Ontario Securities Commission*.

2. **Section 1 becomes effective February 19, 2014.**

Policy Amendment in Ontario to
National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions*

1. **Section 5.5 of National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions is changed by replacing “applications@osc.gov.on.ca” with “https://www.osc.gov.on.ca/filings”.**

2. **Section 1 becomes effective February 19, 2014.**

Policy Amendment in Ontario to
National Policy 11-205 *Process for Designation of Credit Rating Organizations in Multiple Jurisdictions*

1. **Section 13 of National Policy 11-205 Process for Designation of Credit Rating Organizations in Multiple Jurisdictions is changed by replacing “applications@osc.gov.on.ca” with “https://www.osc.gov.on.ca/filings”.**

2. **Section 1 becomes effective February 19, 2014.**

ANNEX D

ONTARIO REGULATION

made under the

SECURITIES ACT

Amending Reg. 1015 of R.R.O. 1990 (General)

Note: Regulation 1015 has previously been amended. For the legislative history of the Regulation, see the Table of Consolidated Regulations -- Detailed Legislative History at www.e-Laws.gov.on.ca.

1. **Subsection 3(1.2) of Regulation 1015 is revoked.**
2. **Section 4 of Regulation 1015 is amended by striking out “shall be marked “Confidential” and placed in an envelope addressed to the Secretary marked “Confidential – s. 75”” and substituting “shall be designated as confidential and refer to section 75 of the Act”,**
3. **Section 161 of Regulation 1015 is amended by striking out the portion before clause (a) and substituting the following:**

*“161. Except as otherwise provided in the Act, section 11, 174 or 181 of this Regulation, Ontario Securities Commission Rule 11-501 *Electronic Delivery of Documents to the Ontario Securities Commission*, Ontario Securities Commission Rule 55-502 *Facsimile Filing or Delivery of Section 109 Reports*, National Instrument 55-102 *System for Electronic Disclosure by Insiders (SEDI)* or National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers*,”*
4. **This Regulation comes into force on the later of,**
 - (a) **the day this Regulation is filed; and**
 - (b) **the day that the rule made by the Ontario Securities Commission entitled “Ontario Securities Commission Rule 11-501 *Electronic Delivery of Documents to the Ontario Securities Commission*” comes into force.**

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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

REPORT OF TRADES SUMMITTED ON FORM 45-106F1 AND 45-501F1

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price (\$)	No. of Securities Distributed
08/06/2013	13	Alphinat Inc. (Amended) - Debentures	810,358.00	13.00
09/30/2013	3	AndeanGold Ltd. - Units	100,000.00	2,000,000.00
10/04/2013	1	ANNIDIS CORPORATION - Common Shares	5,000.00	27,965,379.00
09/19/2013	51	Atico Mining Corporation - Units	5,341,385.00	11,869,744.00
10/02/2013	94	Avivagen Inc. - Common Shares	2,075,304.00	29,647,601.00
09/25/2013	21	Banks Island Gold Ltd. - Flow-Through Units	1,838,712.40	1,894,328.00
04/04/2013	142	Banyan Capital Partners Fund IV Limited Partnership - Units	9,936,021.50	993,602.15
09/24/2013	3	BARCLAYS BANK PLC - Notes	800,000.00	800,000.00
09/24/2013	3	Barclays Bank PLC - Notes	200,000.00	666.70
09/24/2013	1	Barclays Bank PLC - Note	103,035.00	1.00
10/08/2013	1	Barkerville Gold Mines Ltd. - Common Shares	0.00	9,000,000.00
10/09/2013	16	Blue Vista Technologies Inc. - Common Shares	795,942.95	15,918,859.00
03/26/2013	14	Breakeven Inc. (Amended) - Preferred Shares	355,488.00	13,672.00
10/11/2013	9	Brixton Metals Corporation - Units	1,426,365.35	12,533,106.00
10/07/2013	3	Burlington Stores, Inc. - Common Shares	1,138,813.00	65,000.00
09/30/2013	7	B.E.S.T. Active 365 Fund LP - Limited Partnership Units	1,514,000.00	N/A
10/15/2013	1	Calypso Capital II Limited - Note	2,449,125.00	1.00
10/04/2013	1	Canadian First Financial Holdings Limited - Unit	100,000.00	N/A
09/19/2013	1	Canadian Imperial Bank of Commerce - Notes	1,000,000.00	10,000.00
10/02/2013	3	Canadian Silver Hunter Inc. - Flow-Through Shares	40,000.00	400,000.00
10/01/2013	14	Capital Direct I Income Trust - Trust Units	905,703.29	90,570.33
10/15/2013	2	Carnival Corporation - Notes	7,758,026.55	7,500.00
10/08/2013	1	Carta Solutions Holding Corporation - Common Shares	412,000.00	412,000.00
10/08/2013	3	Carta Solutions Holding Corporation - Units	75,000.00	93,750.00
09/30/2013	142	CENTURION APARTMENT REAL ESTATE INVESTMENT TRUST - Units	6,731,924.56	577,351,999.00

Notice of Exempt Financings

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price (\$)	No. of Securities Distributed
10/08/2013	3	CNH Capital LLC - Notes	8,264,800.00	N/A
10/01/2013	1	CommonAngels Ventures Fund IV, L.P. - Limited Partnership Interest	206,660.00	N/A
10/10/2013	9	Condor Resources Inc. - Units	295,000.00	5,900,000.00
10/04/2013	35	DECLAN RESOURCES INC. - Units	750,000.00	15,000,000.00
10/04/2013	9	EL NINO VENTURES INC. - Flow-Through Shares	263,000.00	2,650,000.00
09/30/2013	27	Erin Ventures Inc. - Units	595,000.00	8,500,000.00
10/10/2013	1	eSight Corp. - Preferred Shares	799,999.94	4,705,882.00
09/25/2013	1	FireEye, Inc. - Common Shares	205,900.00	10,000.00
09/27/2013	34	FIRST MOUNTAIN EXPLORATION LTD. - Flow-Through Shares	485,240.00	2,403,000.00
09/30/2013	89	GATEKEEPER SYSTEMS - Units	1,421,307.00	5,262,100.00
10/09/2013	52	Global SeaFarms Corporation - Common Shares	766,393.83	8,515,487.00
10/08/2013	12	Gold Jubilee Capital Corp. - Common Shares	200,000.00	4,000,000.00
09/30/2013	18	Grafoid Inc. - Common Shares	697,000.00	1,394,000.00
09/30/2013	24	Grafoid Inc. - Common Shares	1,266,559.20	2,456,000.00
09/30/2013	3	Greenock Resources Inc. - Common Shares	25,000.00	5,000,000.00
10/01/2013	109	HARBOUR FIRST MORTGAGE INVESTMENT TRUST - Trust Units	3,836,000.00	38,360.00
09/30/2013 to 10/02/2013	4	HORTICAN INC. - Common Shares	136,500.00	273,000.00
10/08/2013	12	Innovative Composites International Inc. - Units	120,000.00	2,016.00
09/30/2013	2	Jourdan Resources Inc. - Common Shares	49,675.00	993,500.00
09/24/2013	35	Kaminak Gold Corporation - Flow-Through Shares	2,895,125.00	3,047,500.00
09/30/2013	2	Kingwest US Equity Portfolio - Units	411,159.64	20,704.36
10/03/2013	15	LAS VEGAS FROM HOME.COM ENTERTAINMENT INC. - Common Shares	701,000.00	14,020,000.00
10/08/2013	1	LDR Holding Corporation - Common Shares	309,930.00	20,000.00
09/30/2013 to 10/04/2013	50	LX Ventures Inc. - Units	1,632,250.20	10,881,668.00
09/24/2013	1	Marquest Asset Management - Common Shares	250,152.50	358.00
10/12/2013 to 10/28/2013	10	MCF Securities Inc. - Units	414,556.96	414,556.96
10/01/2013	69	MEG Energy Corp. - Notes	826,640,000.00	N/A
10/11/2013	1	Michael Baker International, LLC/CDL Acquisition Co. Inc. - Notes	6,231,000.00	1.00

Notice of Exempt Financings

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price (\$)	No. of Securities Distributed
10/16/2013	2	Millicom International Cellular S.A. - Notes	8,793,250.00	85,000.00
09/17/2013	1	Mines Abcourt Inc. - Common Shares	11,250.00	150,000.00
09/30/2013	29	Mitomics Inc. - Notes	1,730,667.88	N/A
09/26/2013	5	Mobidia Technology Inc. - Preferred Shares	117,320.00	83,800.00
10/01/2013 to 10/10/2013	5	Moj.io Inc. - Preferred Shares	2,000,257.64	11,663,811.00
09/30/2013	29	Morrison Laurier Mortgage Corporation - Preferred Shares	3,632,000.00	N/A
10/09/2013	2	Myca Health Inc. - Debentures	1,050,000.00	105.00
09/27/2013	1	M. Kingdon Offshore N.V. - Common Shares	36,085.00	N/A
09/01/2013	6	New Haven Mortgage Income Fund (1) Inc. - Common Shares	409,465.00	409,465.00
10/04/2013	29	Newmarket Gold Inc. - Common Shares	3,650,000.10	24,333,334.00
10/07/2013	1	Nexteer Automotive Group Limited - Common Shares	372,122.80	720,000,000.00
10/02/2013	6	NIGHTINGALE INFORMATIX CORPORATION - Debentures	857,000.00	0.00
10/08/2013	1	Noble Mineral Exploration Inc. - Common Shares	0.00	400,000.00
09/30/2013	1	Northleaf/LPF Private Equity Holdings III LP - Limited Partnership Interest	102,850,000.00	N/A
10/01/2013	41	Outrider Energy Corp. - Units	515,000.00	2,060,000.00
09/30/2013	1	Pamlico Capital III, L.P. - Limited Partnership Interest	61,710,000.00	N/A
09/26/2013	34	Paragon Capital Corporation Ltd. - Units	3,600,000.00	3,600,000.00
09/30/2013 to 10/04/2013	22	Parlane Resource Corp. - Units	240,000.00	3,000,000.00
09/26/2013	3	Powered by Technology Inc. - Notes	250,000.00	N/A
09/30/2013	27	Poydras Speciality Finance Corp. - Debentures	2,875,000.00	N/A
10/01/2013	1	PUC Distribution Inc. - Debenture	21,179,999.27	1.00
09/30/2013 to 10/02/2013	19	Redstone Capital Corporation - Bonds	423,200.00	N/A
10/02/2013	2	RLI Corp. - Notes	9,272,205.43	9,000.00
10/07/2013	1	ROI Capital - Limited Partnership Units	485,600.00	485,600.00
09/30/2013	2	ROI Capital - Limited Partnership Units	23,523.30	25,523.30
08/22/2013	9	Ross Smith Opportunities Fund - Units	480,103.49	N/A
07/24/2013	7	Ross Smith Opportunities Fund - Units	345,233.52	N/A
09/26/2013	1	RUBIKLOUD TECHNOLOGIES INC. - Debenture	500,000.00	1.00

Notice of Exempt Financings

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price (\$)	No. of Securities Distributed
09/30/2013	8	Saguaro Resources Ltd. - Common Shares	30,600,002.40	13,909,092.00
09/16/2013	17	Salazar Resources Limited - Units	142,930.92	649,686.00
09/30/2013	6	Secure Capital MIC Inc. - Preferred Shares	354,696.00	354,696.00
10/04/2013 to 10/11/2013	41	SecureCare Investments Inc. - Bonds	2,892,680.00	N/A
09/27/2013	32	Shoal Point Energy Ltd. - Units	2,085,892.00	41,717,840.00
10/21/2013	1	Silver Bear Resources Inc. - Units	499,999.89	3,846,153.00
12/17/2003 to 12/31/2012	4	Sionna Canadian All Cap Pooled Fund - Units	114,552,631.27	N/A
06/24/2003 to 12/31/2012	6	Sionna Canadian Balanced Pooled Fund - Units	4,792,854.26	377,907.93
06/24/2003 to 12/31/2012	11	Sionna Canadian Equity Pooled Fund - Units	8,521,649.35	544,487.78
12/31/2008 to 12/31/2012	5	Sionna High Conviction Pooled Fund - Units	885,768.17	69,525.04
05/31/2007 to 12/31/2012	2	Sionna Intrinsic Value 60 Fund - Units	386,246.40	41,485.34
09/19/2013	43	Sirona Biochem Corp. - Units	1,169,860.00	9,748,384.00
10/01/2013	37	Skyline Commercial Real Estate Investment Trust - Units	5,452,690.00	545,269.00
09/30/2013	7	SmartCool Systems Inc. - Common Shares	250,000.00	5,000,000.00
09/30/2013	136	Solar Flow-Through 2013-I Limited Partnership - Units	7,768,000.00	N/A
10/07/2013	16	Solomon Resources Limited - Common Shares	281,051.00	5,621,020.00
10/03/2013	23	SOUTHEAST ASIA MINING CORP. - Common Shares	50,161.00	167,798.00
09/27/2013	13	SPANISH MOUNTAIN GOLD LTD. - Units	1,353,696.32	12,693,136.00
10/01/2013	3	Stacey Muirhead Limited Partnership - Limited Partnership Units	620,000.00	1,761.48
10/17/2013	4	Star Bulk Carriers Corp. - Common Shares	453,464.00	50,000.00
10/22/2013	14	Taranis Resources Inc. - Units	500,000.00	5,000,000.00
10/01/2013	6	The ADT Corporation - Note	31,179,827.50	1.00
10/08/2013	10	Tinka Resources Limited - Units	789,740.00	1,579,480.00
10/07/2013	1	Titan International, Inc. - Note	2,061,200.00	1.00
10/04/2013	5	TORCH RIVER RESOURCES LTD. - Common Shares	192,500.00	2,750,000.00
10/08/2013	3	Tourmaline Oil Corp. - Common Shares	1,878,750.00	45,000.00

Notice of Exempt Financings

Transaction Date	No. of Purchasers	Issuer/Security	Total Purchase Price (\$)	No. of Securities Distributed
10/08/2013	34	Tourmaline Oil Corp. - Flow-Through Shares	3,870,000.00	75,000.00
09/30/2013 to 10/04/2013	14	UBS AG, Jersey Branch - Certificates	12,498,953.31	14.00
09/23/2013 to 09/27/2013	5	UBS AG, Jersey Branch - Certificates	2,155,218.35	5.00
09/27/2013	3	UMC Financial Management Inc. - Mortgage	939,000.00	939,000.00
09/18/2013	40	VERIZON COMMUNICATIONS INC. - Notes	383,364,000.00	0.00
10/17/2013	11	VVC Exploration Corporation - Common Shares	96,250.00	1,925,000.00
10/03/2013	45	WALTON CA TUSCAN HILLS INVESTMENT CORPORATION - Common Shares	1,043,320.00	104,332.00
10/10/2013	23	Walton CA Tuscan Hills Investment Corporation - Common Shares	721,000.00	72,100.00
10/10/2013	12	Walton CA Tuscan Hills LP - Limited Partnership Units	1,066,063.36	102,763.00
10/03/2013	12	WALTON CA TUSCAN HILLS LP - Units	1,023,290.54	98,926.00
10/04/2013	7	WALTON FLA RIDGEWOOD LAKES LP - Units	305,127.32	29,498.00
10/03/2013	41	WALTON INCOME 8 INVESTEMENT CORPORATION - Bonds	2,262,000.00	4,100.00
10/10/2013	38	Walton Income 8 Investment Corporation - Common Shares	3,811,500.00	3,800.00
09/03/2013 to 09/26/2013	18	WEST HIGH YIELD (W.H.Y.) RESOURCES LTD. - Units	767,189.25	1,704,856.00
10/02/2013	2	Zadar Ventures Ltd. - Common Shares	436,250.00	1,745,000.00

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Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:

American Core Sectors Dividend Fund
Principal Regulator - Alberta

Type and Date:

Preliminary Long Form Prospectus dated October 25, 2013
NP 11-202 Receipt dated October 28, 2013

Offering Price and Description:

Maximum: \$ * - * Units

Price: \$10.00 per Unit

Minimum Purchase: 100 Units

Underwriter(s) or Distributor(s):

CIBC WORLD MARKETS INC.
RBC DOMINION SECURITIES INC
SCOTIA CAPITAL INC.
BMO NESBITT BURNS INC.
NATIONAL BANK FINANCIAL INC.
TD SECURITIES INC.
CANACCORD GENUITY CORP.
GMP SECURITIES L.P.
RAYMOND JAMES LTD.
MACKIE RESEARCH CAPITAL CORPORATION
MIDDLEFIELD CAPITAL CORPORATION
DUNDEE SECURITIES LTD.
MACQUARIE PRIVATE WEALTH INC.
MANULIFE SECURITIES INCORPORATED

Promoter(s):

Middlefield Limited
Project #2124246

Issuer Name:

Big 8 Split Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 24, 2013
NP 11-202 Receipt dated October 25, 2013

Offering Price and Description:

Maximum: \$ * - * Preferred Shares and * Capital Shares
Price: \$10.00 per Preferred Share and \$12.50 per Capital Share

Underwriter(s) or Distributor(s):

TD Securities Inc.
CIBC World Markets Inc.
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Canaccord Genuity Corp.
GMP Securities L.P.
Raymond James Ltd.
Desjardins Securities Inc.
Mackie Research Capital Corporation
Manulife Securities Incorporated

Promoter(s):

TD Sponsored Companies Inc.
Project #2123547

Issuer Name:

Canadian Natural Resources Limited
Principal Regulator - Alberta

Type and Date:

Preliminary Base Shelf Prospectus dated October 23, 2013
NP 11-202 Receipt dated October 24, 2013

Offering Price and Description:

\$3,000,000,000 - Medium Term Notes
(unsecured)

Underwriter(s) or Distributor(s):

ALTACORP CAPITAL INC.
BMO NESBITT BURNS INC.
CIBC WORLD MARKETS INC.
DESJARDINS SECURITIES INC.
MERRILL LYNCH CANADA INC.
RBC DOMINION SECURITIES INC.
SCOTIA CAPITAL INC.

Promoter(s):

-

Project #2123199

Issuer Name:

Cineplex Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 22, 2013
NP 11-202 Receipt dated October 22, 2013

Offering Price and Description:

\$100,000,000.00 - 4.50% Extendible Convertible
Unsecured Subordinated Debentures
Price: \$1,000 per Debenture

Underwriter(s) or Distributor(s):

SCOTIA CAPITAL INC.
RBC DOMINION SECURITIES INC.
BMO NESBITT BURNS INC.
CIBC WORLD MARKETS INC.
NATIONAL BANK FINANCIAL INC.
TD SECURITIES INC.

Promoter(s):

-

Project #2121352

Issuer Name:

CNH Capital Canada Receivables Trust
Principal Regulator - Ontario

Type and Date:

Preliminary Base Shelf Prospectus dated October 21, 2013
NP 11-202 Receipt dated October 23, 2013

Offering Price and Description:

Up to \$* of Receivable-Backed Notes

Underwriter(s) or Distributor(s):

-

Promoter(s):

CNH CAPITAL CANADA LTD.

Project #2122736

Issuer Name:

DIRTT Environmental Solutions Ltd.
Principal Regulator - Alberta

Type and Date:

Preliminary Long Form Prospectus dated October 22, 2013
NP 11-202 Receipt dated October 22, 2013

Offering Price and Description:

\$45,000,000 - * Common Shares
Price: \$ * per Common Share

Underwriter(s) or Distributor(s):

RAYMOND JAMES LTD.
CANACCORD GENUITY CORP.
NATIONAL BANK FINANCIAL INC.
TD SECURITIES INC.
CORMARK SECURITIES INC.

Promoter(s):

-

Project #2122705

Issuer Name:

easyhome Ltd.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 25, 2013
NP 11-202 Receipt dated October 25, 2013

Offering Price and Description:

\$20,001,465.00 -1,346,900 Common Shares
Price: \$14.85 per Common Share

Underwriter(s) or Distributor(s):

CORMARK SECURITIES INC.
RAYMOND JAMES LTD.
BEACON SECURITIES LIMITED
PARADIGM CAPITAL INC.

Promoter(s):

-

Project #2122906

Issuer Name:

HealthLease Properties Real Estate Investment Trust
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 28, 2013
NP 11-202 Receipt dated October 28, 2013

Offering Price and Description:

\$50,000,000.00 - 5.75% Convertible Unsecured
Subordinated Debentures
Price: \$1,000 per Debenture

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.
Canaccord Genuity Corp.
National Bank Financial Inc.
CIBC World Markets Inc.
Scotia Capital Inc.
TD Securities Inc.
Dundee Securities Ltd.
GMP Securities L.P.
Raymond James Ltd.
Euro Pacific Canada Inc.

Promoter(s):

-

Project #2122670

Issuer Name:

IG Putnam Low Volatility U.S. Equity Class
Investors Dividend Class
Principal Regulator - Manitoba

Type and Date:

Preliminary Simplified Prospectus dated October 24, 2013
NP 11-202 Receipt dated October 25, 2013

Offering Price and Description:

Series A Shares, Series B Shares, Series JDSC Shares,
Series JNL Shares, Series U Shares, Series TDCS Shares,
Series TNL Shares, Series TJDSC Shares, Series TJNL
Shares and Series TU Shares

Underwriter(s) or Distributor(s):

Investors Group Financial Services Inc.
Investors Group Securities Inc.
Investors Group Financial Services Inc. & Investors Group
Securities Inc.

Promoter(s):

I.G. Investment Management Ltd.

Project #2123743

Issuer Name:

Pro Real Estate Investment Trust
Principal Regulator - Quebec

Type and Date:

Preliminary Short Form Prospectus dated October 22, 2013
NP 11-202 Receipt dated October 23, 2013

Offering Price and Description:

\$ * - * Units

Price: \$ * Per Unit

Underwriter(s) or Distributor(s):

CANACCORD GENUITY CORP.
TD SECURITIES INC.
SCOTIA CAPITAL INC.
NATIONAL BANK FINANCIAL INC.
DESJARDINS SECURITIES INC.
GMP SECURITIES L.P.
DUNDEE SECURITIES LTD.

Promoter(s):

-

Project #2122756

Issuer Name:

IG Putnam Low Volatility U.S. Equity Fund
Principal Regulator - Manitoba

Type and Date:

Preliminary Simplified Prospectus dated October 24, 2013
NP 11-202 Receipt dated October 25, 2013

Offering Price and Description:

SERIES A, B, C, JDSC, JNL and U MUTUAL FUND UNITS

Underwriter(s) or Distributor(s):

Investors Group Financial Services Inc.
Investors Group Financial Services Inc. & Investors Group
Securities Inc.

Promoter(s):

I.G. Investment Management Ltd.

Project #2123652

Issuer Name:

ProMetic Life Sciences Inc.
Principal Regulator - Quebec

Type and Date:

Amended and Restated Preliminary Short Form Prospectus
dated October 22, 2013

NP 11-202 Receipt dated October 22, 2013

Offering Price and Description:

\$20,000,700.00 - 22,223,000 Common Shares

Price: \$0.90 per Common Share

Underwriter(s) or Distributor(s):

PARADIGM CAPITAL INC.
BEACON SECURITIES LIMITED
D&D SECURITIES INC.
CORMARK SECURITIES INC.

Promoter(s):

-

Project #2122150

Issuer Name:

Manitok Energy Inc.
Principal Regulator - Alberta

Type and Date:

Preliminary Short Form Prospectus dated October 25, 2013
NP 11-202 Receipt dated October 25, 2013

Offering Price and Description:

\$25,000,090.00 - 1,403,000 CDE Flow-through Shares and
5,638,900 CEE Flow-through Shares

Price: \$3.35 per CDE Flow-through Share and \$3.60 per
CEE Flow-through Share

Underwriter(s) or Distributor(s):

NATIONAL BANK FINANCIAL INC.
DUNDEE SECURITIES LTD.
MACQUARIE CAPITAL MARKETS CANADA LTD.
INTEGRAL WEALTH SECURITIES LIMITED
RBC DOMINION SECURITIES INC.
TD SECURITIES INC.

Promoter(s):

-

Project #2122363

Issuer Name:

RBC 1-5 Year Laddered Corporate Bond ETF
RBC Canadian Dividend Leaders ETF
RBC EAFE Dividend Leaders ETF
RBC U.S. Dividend Leaders ETF
Principal Regulator - Ontario

Type and Date:

Preliminary Long Form Prospectus dated October 23, 2013
NP 11-202 Receipt dated October 25, 2013

Offering Price and Description:

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

RBC Global Asset Management Inc.

Project #2122986

Issuer Name:

Redwood Emerging Markets Dividend Fund
Redwood Unconstrained Bond Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectuses dated October 17, 2013

NP 11-202 Receipt dated October 22, 2013

Offering Price and Description:

Series A, F and I Securities

Underwriter(s) or Distributor(s):

Redwood Asset Management Inc.

Promoter(s):

Redwood Asset Management Inc.

Project #2122406

Issuer Name:

Resverlogix Corp.
Principal Regulator - Alberta

Type and Date:

Preliminary Base Shelf Prospectus dated October 28, 2013

NP 11-202 Receipt dated October 28, 2013

Offering Price and Description:

\$50,000,000.00

Common Shares

Preferred Shares

Debt Securities

Warrants

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2124295

Issuer Name:

Student Transportation Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 28, 2013

NP 11-202 Receipt dated October 28, 2013

Offering Price and Description:

\$75,000,000.00 - 6.25% Convertible Unsecured

Subordinated Debentures

Price: \$1,000 per Debentures

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.

Scotia Capital Inc.

National Bank Financial Inc.

TD Securities Inc.

Raymond James Ltd.

Promoter(s):

-

Project #2122666

Issuer Name:

Taylor North American Equity Opportunities Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 22, 2013

NP 11-202 Receipt dated October 22, 2013

Offering Price and Description:

Maximum: \$ * - * Units

Price: \$* per Unit

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.

RBC Dominion Securities Inc.

Scotia Capital Inc.

BMO Nesbitt Burns Inc.

GMP Securities L.P.

Raymond James Ltd.

TD Securities Inc.

Canaccord Genuity Corp.

Desjardins Securities Inc.

Dundee Securities Ltd.

Mackie Research Capital Corporation

Macquarie Private Wealth Inc.

Manulife Securities Incorporated

Promoter(s):

Brompton Funds Ltd.

Project #2122429

Issuer Name:

Temple Hotels Inc.
Principal Regulator - Manitoba

Type and Date:

Preliminary Base Shelf Prospectus dated October 21, 2013

NP 11-202 Receipt dated October 22, 2013

Offering Price and Description:

\$200,000,000.00

Common Shares

Debt Securities

Warrants

Subscription Receipts

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2122276

Issuer Name:

Acasti Pharma Inc.
Principal Regulator - Quebec

Type and Date:

Final Base Shelf Prospectus dated October 25, 2013
NP 11-202 Receipt dated October 25, 2013

Offering Price and Description:

US\$150,000,000

Common Shares

Warrants

Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2121181

Issuer Name:

Altus Group Limited
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated October 24, 2013
NP 11-202 Receipt dated October 24, 2013

Offering Price and Description:

\$40,107,500.00

3,050,000 Common Shares

Price: \$13.15 per Offered Share

Underwriter(s) or Distributor(s):

BMO NESBITT BURNS INC.

CANACCORD GENUITY CORP.

NATIONAL BANK FINANCIAL INC.

CIBC WORLD MARKETS INC.

CORMARK SECURITIES INC.

HSBC SECURITIES (CANADA) INC.

Promoter(s):

-

Project #2120249

Issuer Name:

American Hotel Income Properties REIT LP
Principal Regulator - British Columbia

Type and Date:

Final Short Form Prospectus dated October 24, 2013
NP 11-202 Receipt dated October 24, 2013

Offering Price and Description:

Cdn\$35,017,500.00

3,450,000 Subscription Receipts each representing the right to receive one Unit

Price: Cdn\$10.15 per Subscription Receipt

Underwriter(s) or Distributor(s):

Canaccord Genuity Corp.

National Bank Financial Inc.

TD Securities Inc.

CIBC World Markets Inc.

Scotia Capital Inc.

Haywood Securities Inc.

Dundee Securities Ltd.

GMP Securities L.P.

Promoter(s):

-

Project #2119976

Issuer Name:

Argent Energy Trust
Principal Regulator - Alberta

Type and Date:

Final Short Form Prospectus dated October 24, 2013
NP 11-202 Receipt dated October 24, 2013

Offering Price and Description:

\$60,000,000.00

6.50% CONVERTIBLE UNSECURED SUBORDINATED DEBENTURES DUE DECEMBER 31, 2018

Price \$1,000 per Debenture

Underwriter(s) or Distributor(s):

Scotia Capital Inc.

CIBC World Markets Inc.

RBC Dominion Securities Inc.

TD Securities Inc.

BMO Nesbitt Burns Inc.

National Bank Financial Inc.

Canaccord Genuity Corp.

FirstEnergy Capital Corp.

Promoter(s):

Aston Hill Financial Inc.

Project #2120223

Issuer Name:

Bauer Performance Sports Ltd.
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated October 28, 2013
NP 11-202 Receipt dated October 28, 2013

Offering Price and Description:

Cdn\$66,825,000.00
5,500,000 Common Shares
Price: Cdn\$12.15 per Offered Share

Underwriter(s) or Distributor(s):

RBC DOMINION SECURITIES INC.
PARADIGM CAPITAL INC.
GMP SECURITIES L.P.
CORMARK SECURITIES INC.
NATIONAL BANK FINANCIAL INC.

Promoter(s):

-

Project #2120174

Issuer Name:

Baytex Energy Corp.
Principal Regulator - Alberta

Type and Date:

Final Base Shelf Prospectus dated October 25, 2013
NP 11-202 Receipt dated October 25, 2013

Offering Price and Description:

CDN\$750,000,000.00
Common Shares
Subscription Receipts Warrants Options
Debt Securities

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2121258

Issuer Name:

Series D Units (unless otherwise indicated) of
RBC Canadian T-Bill Fund
RBC Canadian Money Market Fund
RBC \$U.S. Money Market Fund
RBC Canadian Short-Term Income Fund
RBC Monthly Income Bond Fund
RBC Bond Fund
RBC Global Bond Fund
RBC \$U.S. Investment Grade Corporate Bond Fund
RBC Global Corporate Bond Fund
RBC High Yield Bond Fund (Series D and Series H Units)
RBC \$U.S. High Yield Bond Fund
RBC Global High Yield Bond Fund
RBC Monthly Income High Yield Bond Fund
RBC Emerging Markets Bond Fund
BlueBay Global Monthly Income Bond Fund
BlueBay Emerging Markets Corporate Bond Fund
BlueBay Global Convertible Bond Fund (Canada)
RBC Managed Payout Solution - Enhanced Plus
RBC Monthly Income Fund
RBC \$U.S. Income Fund
RBC Balanced Fund
RBC Global Balanced Fund
RBC Jantzi Balanced Fund
RBC Balanced Growth & Income Fund
RBC Target 2020 Education Fund
RBC Target 2025 Education Fund
RBC Target 2030 Education Fund
RBC Canadian Dividend Fund
RBC Canadian Equity Fund
RBC QUBE Canadian Equity Fund
RBC QUBE Low Volatility Canadian Equity Fund
RBC Jantzi Canadian Equity Fund
RBC O'Shaughnessy Canadian Equity Fund
RBC O'Shaughnessy All-Canadian Equity Fund
RBC Canadian Equity Income Fund
RBC North American Value Fund
RBC North American Growth Fund
RBC U.S. Dividend Fund
RBC U.S. Equity Fund
RBC U.S. Equity Currency Neutral Fund
RBC QUBE U.S. Equity Fund
RBC QUBE Low Volatility U.S. Equity Fund
RBC O'Shaughnessy U.S. Value Fund
RBC U.S. Mid-Cap Equity Fund
RBC U.S. Mid-Cap Equity Currency Neutral Fund
RBC U.S. Mid-Cap Value Equity Fund
RBC U.S. Small-Cap Core Equity Fund
RBC O'Shaughnessy U.S. Growth Fund
RBC O'Shaughnessy U.S. Growth Fund II
RBC Life Science and Technology Fund
RBC International Equity Fund
RBC O'Shaughnessy International Equity Fund
RBC European Equity Fund
RBC Asian Equity Fund
RBC Emerging Markets Dividend Fund
RBC Emerging Markets Equity Fund
RBC Emerging Markets Small-Cap Equity Fund
RBC Global Dividend Growth Fund
RBC QUBE Global Equity Fund
RBC QUBE Low Volatility Global Equity Fund
RBC Jantzi Global Equity Fund

RBC O'Shaughnessy Global Equity Fund
RBC Global Energy Fund
RBC Global Precious Metals Fund
RBC Global Resources Fund
RBC Global Technology Fund
Principal Regulator - Ontario

Type and Date:

Amendment #2 dated October 17, 2013 to Final Simplified Prospectuses and Annual Information Form dated June 27, 2013

NP 11-202 Receipt dated October 24, 2013

Offering Price and Description:

Series D and Series H Units @ Net Asset Value

Underwriter(s) or Distributor(s):

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

Promoter(s):

RBC Global Asset Management Inc.

Project #2061942

Issuer Name:

RBC Short Term Income Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
RBC Bond Capital Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
Phillips, Hager & North Total Return Bond Capital Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
RBC High Yield Bond Capital Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
BlueBay Global Convertible Bond Class (Canada) (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
Phillips, Hager & North Monthly Income Class (Series A, Advisor Series, Advisor T5 Series, Series T5, Series H, Series D, Series F, Series FT5, Series I and Series O shares)
RBC Select Very Conservative Class (Series A, Advisor Series, Series F and Series O shares)
RBC Select Conservative Class (Series A, Advisor Series, Series F and Series O shares)
RBC Select Balanced Class (Series A, Advisor Series, Series F and Series O shares)
RBC Select Growth Class (Series A, Advisor Series, Series F and Series O shares)
RBC Select Aggressive Growth Class (Series A, Advisor Series, Series F and Series O shares)
RBC Canadian Dividend Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
RBC Canadian Equity Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
RBC Canadian Equity Income Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
RBC Canadian Mid-Cap Equity Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
RBC North American Value Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
RBC U.S. Dividend Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
RBC U.S. Equity Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
Phillips, Hager & North U.S. Multi-Style All-Cap Equity Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
Phillips, Hager & North Overseas Equity Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
RBC Emerging Markets Equity Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)
RBC Global Resources Class (Series A, Advisor Series, Series H, Series D, Series F, Series I and Series O shares)

Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectuses dated October 18, 2013
NP 11-202 Receipt dated October 22, 2013

Offering Price and Description:

Series A, Advisor Series, Advisor T5 Series, Series T5,
Series H, Series D, Series F, Series FT5, Series I and
Series O mutual fund shares

Underwriter(s) or Distributor(s):

RBC Direct Investing Inc.

Promoter(s):

RBC DIRECT INVESTING INC.

Project #2112600

Issuer Name:

BMO Nesbitt Burns Canadian Stock Selection Fund (Class
A, Class F and Class I Units)

BMO Nesbitt Burns U.S. Stock Selection Fund (Class A
and Class F Units)

BMO Nesbitt Burns Bond Fund (Class A and Class F Units)

BMO Nesbitt Burns Balanced Fund (Class A and Class F
Units)

BMO Nesbitt Burns International Equity Fund (Class A and
Class F Units)

BMO Nesbitt Burns Balanced Portfolio Fund (Class A and
Class F Units)

BMO Nesbitt Burns Growth Portfolio Fund (Class A and
Class F Units)

BMO Nesbitt Burns Maximum Growth Portfolio Fund (Class
A and Class F Units)

Principal Regulator - Ontario

Type and Date:

Amendment #2 dated September 27, 2013 to the Final
Simplified Prospectuses and Annual Information Form
dated October 23, 2012

NP 11-202 Receipt dated October 22, 2013

Offering Price and Description:

Class A, F and I units

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.

Promoter(s):

BMO Nesbitt Burns Inc.

Project #1961548

Issuer Name:

Phillips, Hager & North Canadian Money Market Fund

Phillips, Hager & North \$U.S. Money Market Fund

Phillips, Hager & North Short Term Bond & Mortgage Fund

Phillips, Hager & North Bond Fund

Phillips, Hager & North Community Values Bond Fund

Phillips, Hager & North Total Return Bond Fund

Phillips, Hager & North Inflation-Linked Bond Fund

Phillips, Hager & North High Yield Bond Fund

Phillips, Hager & North Monthly Income Fund

Phillips, Hager & North Balanced Fund

Phillips, Hager & North Community Values Balanced Fund

Phillips, Hager & North Dividend Income Fund

Phillips, Hager & North Canadian Equity Fund

Phillips, Hager & North Community Values Canadian
Equity Fund

Phillips, Hager & North Canadian Equity Value Fund

Phillips, Hager & North Canadian Growth Fund

Phillips, Hager & North Canadian Income Fund

Phillips, Hager & North Vintage Fund

Phillips, Hager & North U.S. Dividend Income Fund

Phillips, Hager & North U.S. Multi-Style All-Cap Equity
Fund

Phillips, Hager & North U.S. Equity Fund

Phillips, Hager & North Currency-Hedged U.S. Equity Fund

Phillips, Hager & North U.S. Growth Fund

Phillips, Hager & North Overseas Equity Fund

Phillips, Hager & North Currency-Hedged Overseas Equity
Fund

Phillips, Hager & North Global Equity Fund

Phillips, Hager & North Community Values Global Equity
Fund

Phillips, Hager & North LifeTime 2015 Fund

Phillips, Hager & North LifeTime 2020 Fund

Phillips, Hager & North LifeTime 2025 Fund

Phillips, Hager & North LifeTime 2030 Fund

Phillips, Hager & North LifeTime 2035 Fund

Phillips, Hager & North LifeTime 2040 Fund

Phillips, Hager & North LifeTime 2045 Fund

BonaVista Global Balanced Fund

BonaVista Canadian Equity Value Fund

(Series D Units)

Principal Regulator - Ontario

Type and Date:

Amendment #1 dated October 17, 2013 to Final Simplified
Prospectuses and Annual Information Form dated June 25,
2013

NP 11-202 Receipt dated October 23, 2013

Offering Price and Description:

Series D Units @ Net Asset Value

Underwriter(s) or Distributor(s):

Phillips, Hager & North Investment Funds Ltd.

Promoter(s):

RBC Global Asset Management Inc.

Project #2062510

Issuer Name:

Brigata Diversified Portfolio
Principal Regulator - Ontario

Type and Date:

Amendment #2 dated October 9, 2013 to the Simplified Prospectus and Annual Information Form dated June 21, 2013

NP 11-202 Receipt dated October 28, 2013

Offering Price and Description:

Series A and Series F @ Net Asset Value

Underwriter(s) or Distributor(s):

Independent Planning Group Inc.

Promoter(s):

Brigata Capital Management Inc.

Project #2064404

Issuer Name:

Caracal Energy Inc.
Principal Regulator - Alberta

Type and Date:

Final Base Shelf Prospectus dated October 24, 2013

NP 11-202 Receipt dated October 24, 2013

Offering Price and Description:

US\$1,000,000,000.00

Common Shares

Subscription Receipts

Debt Securities

Warrants

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2120481

Issuer Name:

DoubleLine Income Solutions Trust
Principal Regulator - Ontario

Type and Date:

Final Long Form Prospectus dated October 24, 2013

NP 11-202 Receipt dated October 25, 2013

Offering Price and Description:

Maximum \$200,000,000.00 (20,000,000 Class A Units and/or Class U Units)

Price: \$10.00 per Class A Unit and U.S. \$10.00 per Class U Unit

Minimum purchase: 100 Class A Units or Class U Units

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.

RBC Dominion Securities Inc.

CIBC World Markets Inc.

Scotia Capital Inc.

National Bank Financial Inc.

TD Securities Inc.

GMP Securities L.P.

Raymond James Ltd.

Canaccord Genuity Corp.

Macquarie Private Wealth Inc.

Desjardins Securities Inc.

Mackie Research Capital Corporation

Manulife Securities Incorporated

Promoter(s):

BMO Nesbitt Burns Inc.

Project #2115566

Issuer Name:

Jayden Resources Inc.
Principal Regulator - British Columbia

Type and Date:

Final Short Form Prospectus dated October 23, 2013

NP 11-202 Receipt dated October 24, 2013

Offering Price and Description:

\$2,513,964.00

Offering of Rights to Subscribe for

up to 25,139,641 Ordinary Shares

at a Price of \$0.10 per Ordinary Share

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2109353

Issuer Name:

Jov Canadian Equity Class
Principal Regulator - Ontario

Type and Date:

Amendment #2 dated October 8, 2013 to the Simplified Prospectus and Annual Information Form dated April 30, 2013

NP 11-202 Receipt dated October 22, 2013

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

JovFinancial Solutions Inc.

Project #2042742

Issuer Name:

Jov Leon Frazer Bond Fund
Jov Leon Frazer Dividend Fund
Jov Leon Frazer Preferred Equity Fund
Jov Hahn Conservative ETF Portfolio
Jov Hahn Income & Growth ETF Portfolio
Jov Hahn Growth ETF Portf
Principal Regulator - Ontario

Type and Date:

Amendment No. 2 dated October 8, 2013 (amendment no. 2) to the Amended and Restated Simplified Prospectuses and Annual Information Form dated June 27, 2013, amending and restating the Simplified Prospectuses and Annual Information Form dated May 30, 2013

NP 11-202 Receipt dated October 22, 2013

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

JovFinancial Solutions Inc.

Project #2049418

Issuer Name:

Maple Leaf 2013 Oil & Gas Income Limited Partnership
Principal Regulator - British Columbia

Type and Date:

Final Long Form Prospectus dated October 23, 2013
NP 11-202 Receipt dated October 24, 2013

Offering Price and Description:

Maximum Offering: \$30,000,000.00 (300,000 Units)

Minimum Offering: \$5,000,000.00 (50,000 Units)

Price: \$100 per Unit

Minimum Purchase: \$5,000 (50 Units)

Underwriter(s) or Distributor(s):

SCOTIA CAPITAL INC.
NATIONAL BANK FINANCIAL INC.
BMO NESBITT BURNS INC.
GMP SECURITIES L.P.
CANACCORD GENUITY CORP.
MACQUARIE PRIVATE WEALTH INC.
MANULIFE SECURITIES INCORPORATED
RAYMOND JAMES LTD.
BURGEONVEST BICK SECURITIES LTD.
DESJARDINS SECURITIES INC.
DUNDEE SECURITIES LTD.
MACKIE RESEARCH CAPITAL CORPORATION

Promoter(s):

ML OIL & GAS HOLDINGS CORP.

CADO BANCORP LTD.

Project #2109291

Issuer Name:

Novadaq Technologies Inc.
Principal Regulator - Ontario

Type and Date:

Final Base Shelf Prospectus dated October 22, 2013
NP 11-202 Receipt dated October 23, 2013

Offering Price and Description:

US\$250,000,000.00

Preferred Shares

Common Shares

Debt Securities

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #2120471

Issuer Name:

Sun Life Managed Conservative Portfolio (Series A, T5, F, I)
Sun Life Managed Moderate Portfolio (Series A, T5, F, I)
Sun Life Managed Balanced Portfolio (Series A, T5, F, I)
Sun Life Managed Balanced Growth Portfolio (Series A, T5, T8, F, I)
Sun Life Managed Growth Portfolio (Series A, T5, T8, F, I)
Sun Life Managed Income Portfolio (Series A, F, I)
Sun Life Managed Enhanced Income Portfolio (Series A, F, I)
Sun Life Dynamic Equity Income Fund (Series A, F, I)
Sun Life Dynamic Strategic Yield Fund (Series A, F, I)
Sun Life Sentry Value Fund (Series A, F, I)
Principal Regulator - Ontario

Type and Date:

Amendment No. 1 dated October 17, 2013 to the Amended and Restated Simplified Prospectuses and Annual Information Form dated January 21, 2013 (amendment no. 1) amending and restating the Simplified Prospectuses and Annual Information Form dated January 15, 2013.
NP 11-202 Receipt dated October 22, 2013

Offering Price and Description:

Series A, T5, T8, F, I

Underwriter(s) or Distributor(s):

-

Promoter(s):

Sun Life Global Investments (Canada) Inc.
Project #1980845

Issuer Name:

TD High Yield Bond Fund (Investor Series, Institutional Series, Premium Series, O-Series, H-Series and Q-Series)
TD Tactical Monthly Income Fund (Investor Series, Premium Series, O-Series and H-Series)
TD U.S. Monthly Income Fund (Investor Series, Premium Series and H-Series)
TD U.S. Monthly Income Fund – C\$ (Investor Series, Premium Series and H-Series)
TD Strategic Yield Fund (Investor Series, Premium Series and H-Series)
TD Dividend Income Fund (Investor Series, Institutional Series, Premium Series, O-Series and H-Series)
TD Dividend Growth Fund (Investor Series, Institutional Series, Premium Series, O-Series and H-Series)
TD Canadian Equity Fund (Investor Series, Institutional Series, Premium Series and O-Series)
TD U.S. Low Volatility Fund (Investor Series and Premium Series)
TD North American Dividend Fund (Investor Series, Institutional Series and Premium Series)
TD U.S. Large-Cap Value Fund (Investor Series, Institutional Series, Premium Series and O-Series)
TD Global Low Volatility Fund (Investor Series, Premium Series and O-Series)
TD Global Dividend Fund (Investor Series, Institutional Series, Premium Series, O-Series and

H-Series)

TD Global Growth Fund (Investor Series, Premium Series and O-Series)
TD International Growth Fund (Investor Series, Institutional Series and O-Series)
TD Retirement Conservative Portfolio (Investor Series, Premium Series and H-Series)
TD Retirement Balanced Portfolio (Investor Series, Premium Series and H-Series)
Principal Regulator - Ontario

Type and Date:

Amendment #1 dated October 24, 2013 to the Simplified Prospectuses and Annual Information Form dated July 25, 2013

NP 11-202 Receipt dated October 28, 2013

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

TD Investments Services Inc.
TD Investment Services Inc. (for Investor Series units)
TD Investment Services Inc. (for Investor Series and e-Series units)
TD Investment Services Inc.(for Investor Series units)
TD Investment Services Inc. (for Investor Series and e-Series Units)
TD Investment Services Inc. (for Investor Series)
TD Waterhouse Canada Inc. (W-Series and WT-Series only)
TD Asset Management Inc. (for Investor Series units)
TD Investment Services Inc. (for Investor Series and Premium Series units)

Promoter(s):

TD Asset Management Inc.

Project #2074949

Issuer Name:

TD Short Term Bond Fund (Advisor Series, F-Series and Premium F-Series)
TD Canadian Bond Fund (Advisor Series, F-Series and Premium F-Series)
TD Income Advantage Portfolio (Advisor Series, F-Series, Premium F-Series, T-Series and S-Series)
TD Canadian Core Plus Bond Fund (Advisor Series, F-Series and Premium F-Series)
TD High Yield Bond Fund (Advisor Series, F-Series, Premium F-Series, T-Series and S-Series)
TD Tactical Monthly Income Fund (Advisor Series, F-Series, Premium F-Series, T-Series and S-Series)
TD U.S. Monthly Income Fund (Advisor Series, F-Series, Premium F-Series, T-Series and S-Series)
TD U.S. Monthly Income Fund – C\$ (Advisor Series, F-Series, Premium F-Series, T-Series and S-Series)
TD Strategic Yield Fund (Advisor Series, F-Series, Premium F-Series, T-Series and S-Series)
TD Dividend Income Fund (Advisor Series, F-Series, Premium F-Series, T-Series and S-Series)
TD Dividend Growth Fund (Advisor Series, F-Series, Premium F-Series, T-Series and S-Series)
TD Canadian Equity Fund (Advisor Series, F-Series and Premium F-Series)
TD U.S. Low Volatility Fund (Advisor Series, F-Series and Premium F-Series)
TD North American Dividend Fund (Advisor Series, F-Series and Premium F-Series)
TD U.S. Large-Cap Value Fund (Advisor Series, F-Series and Premium F-Series)
TD Global Low Volatility Fund (Advisor Series, F-Series and Premium F-Series)
TD Global Dividend Fund (Advisor Series, F-Series, Premium F-Series, T-Series and S-Series)
TD Global Growth Fund (Advisor Series, F-Series and Premium F-Series)
TD International Growth Fund (Advisor Series and F-Series)
TD Target Return Conservative Fund (Advisor Series, F-Series and Premium F-Series)
TD Target Return Balanced Fund (Advisor Series, F-Series and Premium F-Series)
TD Retirement Conservative Portfolio (Advisor Series, F-Series, Premium F-Series, T-Series, S-Series, W-Series and WT-Series)
TD Retirement Balanced Portfolio (Advisor Series, F-Series, Premium F-Series, T-Series, S-Series, W-Series and WT-Series)
Principal Regulator - Ontario
Type and Date:
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Offering Price and Description:
-
Underwriter(s) or Distributor(s):
TD Waterhouse Canada Inc.

TD Investment Services Inc. (for Investor Series units)
TD Investment Services Inc.(for Investor Series units)
TD Investment Services Inc. (for Investor Series and e-Series Units)
TD Waterhouse Canada Inc. (W-Series and WT-Series only)
TD Investment Services Inc. (for Investor Series and e-Series units)
TD Asset Management Inc. (for Investor Series units)
Promoter(s):
TD Asset Management Inc.
Project #2075064

Issuer Name:

TD Private International Equity Fund
Principal Regulator - Ontario
Type and Date:
Amendment #2 dated October 22, 2013 to the Simplified Prospectus and Annual Information Form dated March 27, 2013
NP 11-202 Receipt dated October 25, 2013
Offering Price and Description:
-
Underwriter(s) or Distributor(s):
-
Promoter(s):
TD Asset Management Inc.
Project #2014803

Issuer Name:

Wedona Capital Inc.
Principal Regulator - British Columbia
Type and Date:
Final Long Form Prospectus dated October 23, 2013
NP 11-202 Receipt dated October 24, 2013
Offering Price and Description:
Minimum Offer: 13,333,333 Units / \$4,000,000.00 (the "Minimum Offering")
Maximum Offer: 20,000,000 Units / \$6,000,000.00 (the "Maximum Offering")
Price: \$0.30 per Unit
Underwriter(s) or Distributor(s):
Mackie Research Capital Corporation
Promoter(s):
Tito Gandhi
Project #2083413

Issuer Name:

Woodfine Professional Centres Limited Partnership
Principal Regulator - British Columbia

Type and Date:

Final Long Form Prospectus dated October 21, 2013
NP 11-202 Receipt dated October 24, 2013

Offering Price and Description:

Maximum Offering: \$50,000,000 (500,000 Units)
Minimum Offering: \$15,000,000 (150,000 Units)
Price: \$100 per Unit
Minimum Purchase: \$5,000 (50
Units)

Underwriter(s) or Distributor(s):

KINGSDALE CAPITAL MARKETS INC.

Promoter(s):

WOODFINE CAPITAL PROJECTS INC.

Project #2087541

Issuer Name:

Lawrence Park Tactical Credit Fund
Principal Jurisdiction - Ontario

Type and Date:

Preliminary Long Form Prospectus dated June 4, 2013
Closed on October 23, 2013

Offering Price and Description:

Maximum \$* - * Units
Price: \$10.00 per Unit

Underwriter(s) or Distributor(s):

BMO NESBITT BURNS INC.
CIBC WORLD MARKETS INC.
RBC DOMINION SECURITIES INC
SCOTIA CAPITAL INC.
TD SECURITIES INC.
CANACCORD GENUITY CORP.
GMP SECURITIES L.P.
MACQUARIE PRIVATE WEALTH INC.
RAYMOND JAMES LTD.
DESJARDINS SECURITIES INC.
MACKIE RESEARCH CAPITAL CORPORATION,
MANULIFE SECURITIES INCORPORATED

Promoter(s):

CI INVESTMENTS INC.

Project #2072568

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Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Voluntary Surrender of Registration	Baryshnik Capital Management Inc.	Investment Fund Manager, Portfolio Manager and Exempt Market Dealer	October 23, 2013
Change in Registration Category	ATB Investment Management Inc.	From: Portfolio Manager To: Investment Fund Manager and Portfolio Manager	October 25, 2013
Change in Registration Category	Bridgeport Asset Management Inc.	From: Portfolio Manager and Exempt Market Dealer To: Investment Fund Manager, Portfolio Manager and Exempt Market Dealer	October 25, 2013

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Chapter 13

SROs, Marketplaces and Clearing Agencies

13.1 SROs

13.1.1 IIROC – OSC Staff Notice of Request for Comment – Proposed Continuance Under Canada Not-For-Profit Corporations Act

OSC STAFF NOTICE OF REQUEST FOR COMMENT

INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA (IIROC)

PROPOSED CONTINUANCE UNDER NOT-FOR-PROFIT CORPORATIONS ACT

IIROC is publishing for public comment proposed amendments regarding IIROC's proposed continuance under the new *Canada Not-for-Profit Corporations Act*. The new Act and corresponding regulation has come into force and replaces Part II of the *Canada Corporations Act*, which IIROC was incorporated under on March 17, 2008. The intent of the proposed amendments is to bring the existing By-law into conformity with the new Act. IIROC must make the transition to the new Act by October 17, 2014.

A copy of the IIROC Notice including the proposed amendments was published on our website at <http://www.osc.gov.on.ca>. The comment period ends on January 29, 2014.

13.2 Marketplaces

13.2.1 CMEG Exchanges – Notice of Commission Order – Application for Exemptive Relief

CHICAGO MERCANTILE EXCHANGE INC., BOARD OF TRADE OF THE CITY OF CHICAGO, INC.,
COMMODITY EXCHANGE, INC., AND NEW YORK MERCANTILE EXCHANGE, INC.

APPLICATION FOR EXEMPTIVE RELIEF

NOTICE OF COMMISSION ORDER

On October 22, 2013, the Commission issued an order applicable to Chicago Mercantile Exchange Inc., Board of Trade of the City of Chicago, Inc., Commodity Exchange, Inc., and New York Mercantile Exchange, Inc. (collectively, the CMEG Exchanges) whereby the following relief has been provided:

- (a) pursuant to section 147 of the *Securities Act* (Ontario) (OSA) each of the CMEG Exchanges is exempt from the requirement to be recognized as an exchange under section 21 of the OSA;
- (b) pursuant to section 80 of the *Commodity Futures Act* (Ontario) (CFA) each of the CMEG Exchanges is exempt from the requirement to be registered as a commodity futures exchange under subsection 15(1) of the CFA; and
- (c) pursuant to section 38 of the CFA, trades in CMEG Contracts by Hedgers who are Ontario Users (as those terms are defined in issued order) are exempt from the registration requirement under section 22 of the CFA.

A copy of the Order is published in Chapter 2 of this Bulletin. In issuing the Order, no material amendments were made to the draft exemption order published for comment.

The Commission published the CMEG Exchanges' application and draft exemption order for comment on August 22, 2013 on the OSC website at www.osc.gov.on.ca. A comment letter was received from TMX Group Limited which is also available on the OSC website. We summarize below the main comments and Staff's responses.

Comment

The commenter raised concerns about the absence of reciprocity between Canadian and U.S. regulators, which creates an "unlevel playing field". The commenter submitted that, because the SEC does not recognize the regulation and oversight of the OSC for Canadian exchanges seeking to carry on business in the U.S., U.S.-based exchanges should face a similar requirement when seeking to operate in the Canadian market.

Response

As noted in OSC Staff Notice 21-702 *Regulatory Approach for Foreign-Based Stock Exchanges*, we are prepared to exempt an exchange if it is subject to an appropriate regulatory and oversight regime in another jurisdiction by its home regulator, subject to any terms and conditions necessary to protect Ontario investors, and subject to terms and conditions allowing the Commission to have access to information on the operations of the foreign-based securities exchange and the trading activity of Ontario participants. We also note that in the case of the CMEG Exchanges, their primary regulator in the U.S. is the CFTC.

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