

The Ontario Securities Commission

# OSC Bulletin

September 14, 2017

Volume 40, Issue 37

(2017), 40 OSCB

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

**The Ontario Securities Commission**

Cadillac Fairview Tower  
22nd Floor, Box 55  
20 Queen Street West  
Toronto, Ontario  
M5H 3S8

416-593-8314 or Toll Free 1-877-785-1555

Contact Centre – Inquiries, Complaints:

Office of the Secretary:

Published under the authority of the Commission by:

**Thomson Reuters**  
One Corporate Plaza  
2075 Kennedy Road  
Toronto, Ontario  
M1T 3V4

416-609-3800 or 1-800-387-5164

Fax: 416-593-8122  
TTY: 1-866-827-1295

Fax: 416-593-2318



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One Corporate Plaza  
2075 Kennedy Road  
Toronto, Ontario  
M1T 3V4

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# Chapter 1

## Notices / News Releases

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### 1.5 Notices from the Office of the Secretary

#### 1.5.1 Benedict Cheng et al.

FOR IMMEDIATE RELEASE  
September 12, 2017

IN THE MATTER OF  
BENEDICT CHENG,  
FRANK SOAVE,  
JOHN DAVID ROTHSTEIN and  
ERIC TREMBLAY

**TORONTO** – The Commission issued an Order in the above named matter which provides that:

1. the Third Appearance in this matter, as well as any motions brought by Cheng, will be heard on November 15, 2017 at 10:00 a.m., or as soon thereafter as the hearing can be held; and
2. Cheng shall serve and file all materials in respect of any motion to be heard on November 15, 2017, no later than November 1, 2017.

A copy of the Order dated September 11, 2017 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

OFFICE OF THE SECRETARY  
GRACE KNAKOWSKI  
SECRETARY TO THE COMMISSION

For media inquiries:

[media\\_inquiries@osc.gov.on.ca](mailto:media_inquiries@osc.gov.on.ca)

For investor inquiries:

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

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## Chapter 2

# Decisions, Orders and Rulings

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### 2.1 Decisions

#### 2.1.1 Capital International Asset Management (Canada), Inc.

##### Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – relief from certain specified derivatives and custodian requirements to permit mutual funds to enter into swap transactions that are cleared through a clearing corporation as contemplated under U.S. and European regulatory requirements. Decision treats cleared swaps similar to other cleared derivatives.

Relief also provided to a mutual fund subject to NI 81-102 to invest up to 10% of net assets in aggregate in underlying Luxembourg fund subject to UCITS rules.

##### Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 2.5(2)(a), 2.5(2)(c), 2.7(1), 2.7(4), 6.1 and 19.1.

August 25, 2017

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  
CAPITAL INTERNATIONAL ASSET MANAGEMENT (CANADA), INC.  
(the Filer)

DECISION

##### Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**), pursuant to section 19.1 of National Instrument 81-102 *Investment Funds (NI 81-102)*, exempting:

- (i) Capital Group World Bond Fund (Canada) (the **Capital Fund**) from the requirements that an investment fund must not purchase or hold a security of another investment fund unless: the other investment fund is a mutual fund that is subject to NI 81-102 and offers or has offered securities under a simplified prospectus in accordance with National Instrument 81-101 *Mutual Fund Prospectus Disclosure (NI 81-101)*; and the investment fund and the other investment fund are reporting issuers in the local jurisdiction (collectively, the **Underlying Fund Requirements**) in order to permit the Capital Fund to invest up to 10 percent of its net assets in Capital Group Global High Income Opportunities (LUX) (the **Underlying Fund**) (the **Underlying Fund Relief**);
- (ii) (a) each of the Capital Fund and all other current and future mutual funds, including exchange-traded funds, managed by the Filer that enter into Cleared Swaps (as defined below) in the future (each, a **Future Fund** and, together with the Capital Fund, each, a **Fund** and, collectively, the **Funds**) from

the requirement in subsection 2.7(1) of NI 81-102 that a mutual fund must not purchase an option or a debt-like security or enter into a swap or a forward contract unless, at the time of the transaction, the option, debt-like security, swap or contract has a designated rating or the equivalent debt of the counterparty, or of a person or company that has fully and unconditionally guaranteed the obligations of the counterparty in respect of the option, debt-like security, swap or contract, has a designated rating;

- (b) each Fund from the limitation in subsection 2.7(4) of NI 81-102 that the mark-to-market value of the exposure of a mutual fund under its specified derivatives positions with any one counterparty other than an acceptable clearing corporation or a clearing corporation that clears and settles transactions made on a futures exchange listed in Appendix A to NI 81-102 shall not exceed, for a period of 30 days or more, 10 percent of the net asset value of the mutual fund; and
- (c) each Fund from the requirement in subsection 6.1(1) of NI 81-102 to hold all portfolio assets of an investment fund under the custodianship of one custodian in order to permit each Fund to deposit cash and other portfolio assets directly with a Futures Commission Merchant (as defined below) and indirectly with a Clearing Corporation (as defined below) as margin,

in each case, with respect to Cleared Swaps (as defined below) (collectively, the **Cleared Swaps Relief**)

collectively, the **Requested Relief**.

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

- (a) the Ontario Securities Commission is the principal regulator for this application; and
- (b) 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 the other provinces and territories of Canada (the **Other Jurisdictions** and collectively with Ontario, the **Jurisdictions**).

### Interpretation

Terms defined in NI 81-102, National Instrument 14-101 *Definitions*, and MI 11-102 have the same meaning if used in this decision, unless otherwise defined. Capitalized terms used in this decision have the following meanings:

**Advisors** means each of the Filer, Capital Guardian Trust Company, CRMC and their affiliates, and each third party portfolio manager retained from time to time by the Fund or the Filer to manage the investment portfolio of one or more Funds as an advisor or sub-advisor

**CFTC** means the U.S. Commodity Futures Trading Commission

**CIF** means Capital International Fund, an umbrella fund with eighteen sub-funds, including the Underlying Fund, organized as a SICAV with UCITS status (as defined below) under the laws of Luxembourg and managed by an affiliate of the Filer

**CIMC** means Capital International Management Company Sàrl

**Cleared Swap** means any OTC derivative transaction that can be entered into on a cleared basis, whether or not such derivative is subject to a clearing determination or a clearing obligation issued by the CFTC or ESMA, as the case may be

**Clearing Corporation** means any clearing organization registered with the CFTC or central counterparty authorized by ESMA, as the case may be, that, in either case, is also recognized or exempt from recognition in Ontario

**CRMC** means Capital Research and Management Company

**Dodd-Frank** means the Dodd-Frank Wall Street Reform and Consumer Protection Act

**EMIR** means the European Market Infrastructure Regulation

**ESMA** means the European Securities and Markets Authority

**European Economic Area** means all of the European Union countries and also Iceland, Liechtenstein and Norway

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**Decisions, Orders and Rulings**

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**Futures Commission Merchant** means any futures commission merchant that is registered with the CFTC and/or clearing member for purposes of EMIR, as applicable, and is a member of a Clearing Corporation

**LSOC Model** means the legally segregated operationally commingled model adopted by the CFTC for Cleared Swaps collateral

**OTC** means over-the-counter

**SICAV** means Société d'Investissement à Capital Variable, an open-ended investment company

**UCITS** means *Undertakings for Collective Investment in Transferable Securities* and refers to the investment funds authorized by the European Union as investment funds suitable to be distributed in more than one country of the European Union

**U.S. Person** has the meaning attributed thereto by the CFTC

**Representations**

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

***The Filer and the Funds***

1. The Filer is, or will be, the investment fund manager of each Fund. The Filer is registered as an investment fund manager in Ontario, Québec and Newfoundland and Labrador, as an adviser in the category of portfolio manager in Ontario, and as a dealer in the category of exempt market dealer in Alberta, British Columbia, Nova Scotia, Ontario and Québec. The head office of the Filer is in Toronto, Ontario.
2. The Filer is a wholly-owned subsidiary of Capital International Asset Management, Inc., a company based in Los Angeles, California, which is wholly-owned by Capital Group. Capital Group is a global investment management firm founded in 1931, which through its affiliated companies manages stock and bond portfolios for institutional and retail clients around the world. Capital Group is one of the largest and oldest investment management organizations in the United States. In addition to Canada, Capital Group and its subsidiaries maintain offices in the United States, Switzerland, England, Hong Kong, Japan and Singapore.
3. The Filer is, or will be, the portfolio manager to all or a portion of the portfolios of the Funds. CRMC will be the portfolio manager to the futures contracts and futures options portfolio of the Capital Fund and will be the sub-advisor to the remaining portfolio of the Capital Fund. One of the Advisors is, or will be, the sub-advisor to the other Funds.
4. Each Fund is, or will be, a mutual fund created under the laws of the Province of Ontario and is, or will be, subject to the provisions of NI 81-102.
5. Neither the Filer nor the Funds are, or will be, in default of securities legislation in the Jurisdictions.
6. The securities of each Fund are, or will be, qualified for distribution pursuant to a prospectus that was, or will be, prepared and filed in accordance with the securities legislation of the Jurisdictions. Accordingly, each Fund is, or will be, a reporting issuer or the equivalent in each Jurisdiction.

***Underlying Fund Relief***

7. The investment objective of the Capital Fund will be to seek to provide, over the long term, a high level of total return consistent with prudent investment management through investments primarily in bonds and other debt securities of global issuers. Total return comprises the income generated by the Capital Fund and the changes in the market value of the Capital Fund's investments.
8. A wholly-owned subsidiary of Capital Group, Capital Group International, Inc., is the parent company of the Luxembourg-based subsidiary, CIMC. As of June 30, 2017, CIMC managed more than USD 11 billion, USD 5.7 billion of which was invested in eighteen investment funds, which are all sub-funds of CIF. CIF includes the Underlying Fund. As of June 30, 2017, the Underlying Fund had USD 672.9 million of assets under management.
9. The Underlying Fund is distributed in several European countries pursuant to the European Union regulations of collective investment schemes, known as the UCITS Directives, which permit the distribution of UCITS in more than one country provided the UCITS Directives are followed. As SICAVs organized under Part I of the Luxembourg law on collective investment vehicles, CIF and all of its sub-funds including the Underlying Fund, qualify as UCITS.

10. The Underlying Fund has filed a prospectus with Luxembourg's financial sector regulator, Commission de Surveillance du Secteur Financier, that contains disclosure regarding the Underlying Fund. The Underlying Fund is a conventional mutual fund and would not be considered a hedge fund. The Underlying Fund does not invest more than 10% of its net asset value in other investment funds.
11. The investment objective of the Underlying Fund is to seek a long-term high level of total return through investment primarily in corporate or government high yield bonds that are usually listed or traded on other regulated markets and denominated in various national currencies (including emerging markets currencies) or multinational currencies. Unlisted high yield bonds may also be purchased.
12. In order for the Capital Fund to achieve its investment objective on a diversified basis and obtain broad exposure to the sectors it proposes to invest in, including global high yield exposure, it is desirable that it be permitted to allocate up to 10% of net assets to the Underlying Fund.
13. The Underlying Fund is a low-cost mutual fund whose investment strategy and objective make it a very suitable investment for the Capital Fund. The Underlying Fund is managed by portfolio managers within the Capital Group and, accordingly, the Filer will benefit from understanding its investments and the management style of its portfolio managers, which understanding will benefit the Capital Fund.
14. The Filer believes that it is in the best interests of the Capital Fund for investments to be made in the Underlying Fund. Investing directly in separate securities to allow direct exposure to the type of securities invested in by the Underlying Fund is a less desirable option owing to the increased costs and inefficiencies that are associated with such direct investing.
15. The Capital Fund's investment in the Underlying Fund is not for the purpose of distributing the Underlying Fund to the Canadian public. The investments by the Capital Fund in the Underlying Fund are proposed not to allow the Underlying Fund to be indirectly distributed in Canada, but to allow the Capital Fund to achieve its investment objective by investing, to a very limited extent, in a unique, suitable and professionally managed lower-cost mutual fund, where the investment style and approach is known to the manager of the Capital Fund.
16. The Underlying Fund is subject to investment restrictions and practices under the laws of Luxembourg that are applicable to mutual funds that are sold to the general public and that are consistent with similar restrictions and practices applicable to mutual funds under NI 81-102.
17. The Capital Fund will otherwise comply fully with section 2.5 of NI 81-102 in investing in the Underlying Fund and will provide all disclosure mandated for mutual funds investing in other mutual funds.

***Cleared Swaps Relief***

18. The investment objective and investment strategies of each Fund permit, or will permit, the Fund to enter into derivative transactions, including Cleared Swaps. CRMC, the entity that will be the Advisor of the Capital Fund, considers Cleared Swaps to be an important investment tool that is available to it to properly manage the Capital Fund's portfolio. The Capital Fund intends to use interest rate swaps and/or credit default swaps in its portfolio.
19. Dodd-Frank requires that certain OTC derivatives be cleared through a Futures Commission Merchant at a Clearing Corporation.
20. also requires that certain OTC derivatives be cleared through a central counterparty authorized to provide clearing services for purposes of EMIR. Generally, where one party to a swap is a financial counterparty or a non-financial counterparty whose OTC derivative trading activity exceeds a certain threshold, in each case established in a state that is a participant in the European Economic Area, that swap will be required to be cleared.
21. In addition to clearing swaps that are mandated to be cleared under Dodd-Frank and/or EMIR, many of the Clearing Corporations offer clearing services in respect of other types of derivative transactions. Many global derivative end-users enter into Cleared Swaps on both a voluntary and a mandatory basis.
22. In order to benefit from both the pricing benefits and reduced trading costs that each Advisor is often able to achieve through its trade execution practices for its managed investment funds and accounts and from the reduced costs associated with Cleared Swaps as compared to other OTC trades, the Filer wishes that the Funds have the ability to enter into Cleared Swaps.
23. In the absence of the Cleared Swaps Relief, each Advisor will need to structure the derivative transactions entered into by the applicable Funds so as to avoid clearing, including the clearing requirements of the CFTC and under EMIR, as

applicable. This would not be in the best interests of the Funds and their investors for a number of reasons, as set out below.

24. It is in the best interests of the Funds and their investors to continue to be able to execute OTC derivatives with global counterparties, including U.S. and European swap dealers.
25. An Advisor may use common trade execution practices for all of its accounts, including the Funds. If these practices involve the use of Cleared Swaps and if the Funds are unable to employ these trade execution practices, then the Advisor would have to create separate trade execution practices only for the Funds and would have to execute trades for the Funds on a separate basis. This would increase the operational risk for the Funds and would prevent the Funds from benefitting from the pricing benefits and reduced trading costs that an Advisor may be able to achieve through common practices for its advised accounts. Best execution and maximum certainty can best be achieved through common trade execution practices, which, in the case of OTC derivatives, involve the execution of Cleared Swaps.
26. In its role as a fiduciary for the Funds, the Filer has determined that central clearing represents a good choice for the investors in the Funds to mitigate the legal, operational and back office risks faced by investors in the global swap markets.
27. As a member of the G20 and a participant in the September 2009 commitment of G20 nations to improve transparency and mitigate risk in derivatives markets, Canada has expressly recognized the systemic benefits that clearing OTC derivatives offers to market participants, such as the Funds. The Funds should be encouraged to comply with the robust clearing requirements established by the CFTC and under EMIR by granting them the Cleared Swaps Relief.
28. The Cleared Swaps Relief is analogous to the treatment currently afforded under NI 81-102 to other types of derivatives that are cleared, i.e., clearing corporation options, options on futures and standardized futures. This demonstrates that, from a policy perspective, such Cleared Swaps Relief is consistent with the views of the Canadian securities authorities in respect of cleared derivative trades.

### **Decision**

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

The decision of the principal regulator under the Legislation is that the Requested Relief is granted provided that:

- (i) in the case of the Underlying Fund Relief:
  - (a) the Underlying Fund is subject to investment restrictions and practices under the laws of Luxembourg that are applicable to mutual funds that are sold to the general public and is a regulated investment fund authorized as a UCITS;
  - (b) the Capital Fund will otherwise comply fully with section 2.5 of NI 81-102 in its investment in the Underlying Fund and will provide all disclosure mandated for investment funds investing in other investment funds;
  - (c) the Capital Fund will not purchase securities of the Underlying Fund if, immediately after the purchase, more than 10 percent of its net assets would consist of investments in the Underlying Fund; and
  - (d) if the laws applicable to the Underlying Fund that are, as at the date of this decision, substantially similar to Part 2 of NI 81-102 change in a manner that is materially inconsistent with Part 2 of NI 81-102, the Capital Fund shall not acquire any additional securities of the Underlying Fund, and shall dispose of the securities of the Underlying Fund then held in an orderly and prudent manner;
- (ii) in the case of the Cleared Swaps Relief, when any rules applicable to customer clearing of OTC derivatives enter into force, the Clearing Corporation is permitted to offer customer clearing of OTC derivatives in the Jurisdictions where the applicable Fund is located and provided further that, in respect of the deposit of cash and other portfolio assets as margin:
  - (a) in Canada,
    - i. the Futures Commission Merchant is a member of a SRO that is a participating member of CIPF; and

## Decisions, Orders and Rulings

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- ii. the amount of margin deposited and maintained with the Futures Commission Merchant does not, when aggregated with the amount of margin already held by the Futures Commission Merchant, exceed 10 percent of the net asset value of the Fund as at the time of deposit; and
- (b) outside of Canada,
  - i. the Futures Commission Merchant is a member of a Clearing Corporation and, as a result, is subject to a regulatory audit;
  - ii. the Futures Commission Merchant has a net worth, determined from its most recent audited financial statements that have been made public or from other publicly available financial information, in excess of the equivalent of \$50 million; and
  - iii. the amount of margin deposited and maintained with the Futures Commission Merchant does not, when aggregated with the amount of margin already held by the Futures Commission Merchant, exceed 10 percent of the net asset value of the Fund as at the time of deposit.
- (c) this decision with respect to the Cleared Swaps Relief will terminate on the coming into force of any revisions to the provisions of NI 81-102 that address the clearing of OTC derivatives.

“Vera Nunes”  
Manager, Investment Funds and Structured Products  
Ontario Securities Commission

## 2.1.2 CI Investments Inc.

### Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Investment fund manager offering multiple sets of mutual fund series with tiered management and administration fees – Investment fund manager administers automatic switching program through which investors are automatically switched into the appropriate tiered series when the investor's account value satisfies or ceases to meet the eligibility requirements of a particular tiered series – Relief granted to allow new tiered series in each series set to show past performance of the original series in sales communications

### Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, ss. 15.3(2) and (4)(c), 15.6(1)(a)(i) and (d), 15.8(2)(a) and (a.1), 15.8(3)(a) and (a.1), and 19.1.

June 21, 2017

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  
CI INVESTMENTS INC.  
(the Filer)

DECISION

### Background

The principal regulator in the Jurisdiction has received an application from the Filer, on behalf of existing mutual funds that are managed by the Filer and future mutual funds that are managed by the Filer or an affiliate of the Filer (the **Funds**), for a decision (the **Exemption Sought**) under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) exempting each Fund from the requirements in subsections 15.3(2), paragraph 15.3(4)(c), subparagraph 15.6(1)(a)(i) and (d), and paragraphs 15.8(2)(a) and (a.1) and 15.8(3)(a) and (a.1) of National Instrument 81-102 *Investment Funds (NI 81-102)*, to permit the Funds to show in sales communications, as the performance data for each Fee Tier Class (as defined below), the performance data of the corresponding Main Class (as defined below) for the time period prior to the Commencement Date (as defined below) of the applicable Fee Tier Class.

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

- (a) the Ontario Securities Commission is the principal regulator for this application; and
- (b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System (MI 11-102)* is intended to be relied upon in each of the other provinces and territories of Canada (the **Other Jurisdictions** and, together with the Jurisdiction, the **Jurisdictions**).

### Interpretation

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

### Representations

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

**The Filer**

1. The Filer is a corporation subsisting under the laws of Ontario with its head office located in Toronto, Ontario. The Filer is registered:
  - (a) under the securities legislation of all provinces of Canada as a portfolio manager;
  - (b) under the securities legislation of Ontario, Québec, and Newfoundland and Labrador as an investment fund manager;
  - (c) under the securities legislation of Ontario as an exempt market dealer; and
  - (d) under the *Commodity Futures Act* (Ontario) as a commodity trading counsel and a commodity trading manager.
2. The Filer is not in default of securities legislation in any Jurisdiction.
3. The Filer, or an affiliate of the Filer, is or will be the manager of each Fund.

**The Funds**

4. Each Fund is, or will be, an open-end mutual fund trust created under the laws of Ontario or an open-end mutual fund that is a class of shares of a mutual fund corporation. The Funds are, or will be, offered under two main families, namely "CI Funds" and "United Funds".
5. Each Fund is, or will be, a reporting issuer under the laws of the Jurisdictions and is or will be subject to NI 81-102. The securities of each existing Fund are qualified for distribution pursuant to an amended and restated simplified prospectus, Fund Facts and annual information form dated March 10, 2017 or March 13, 2017, as applicable (together, the **Prospectus**) and as amended, that have been, or will be, prepared, filed and receipted in accordance with applicable securities legislation. The units or shares of each Fund are referred to herein collectively as Securities.
6. In addition to the Fee Tier Classes, CI Funds are currently offered in over 30 classes of Securities, including Class A, AT5, AT8, F, FT5 and FT8 (the **Class A and F Securities**).
7. In addition to the Fee Tier Classes, United Funds are currently offered in approximately ten classes of Securities, including Class E, ET8, F and FT8 (the **Class E and F Securities** and together with Class A and F Securities, the **Main Class**).
8. Class A Securities of CI Funds and Class E Securities of United Funds are currently offered on an initial sales charge (**ISC**) basis or on a deferred sales charge (**DSC**) basis, at the option of the investor. Under the ISC purchase option, investors pay a commission to their dealer at the time they purchase Securities, while under the DSC purchase option, no commission is paid by the investor at the time of purchase, but the investor will be required to pay a redemption fee if he or she redeems within seven years from the date of purchase (under standard DSC and intermediate DSC) or three years from the date of purchase (under low load) (the **DSC Periods**). Class A Securities of CI Funds and Class E Securities of United Funds purchased under the ISC option are herein referred to as the **Main Class ISC Securities**, and Class A Securities of CI Funds and Class E Securities of United Funds purchased under the DSC option are herein referred to as the **Main Class DSC Securities**.
9. The existing Funds are not in default of securities legislation in any of the Jurisdictions.

**The Program**

10. The Filer has created a new set of classes of securities of the Funds offering tiered management and fixed administration fees (the **Fee Tier Classes**) corresponding to each Main Class (e.g., A1, A2, A3, A4 and A5, F1, F2, F3, F4 and F5, and E1, E2, E3, E4 and E5). Investors could qualify for lower combined management and fixed administration fees under the Filer's preferred pricing program (the **Program**). Under the Program, each set of Fee Tier Classes will offer progressively lower combined management and fixed administration fees compared to their respective Main Classes, based on the value of Fund holdings in the investor's account or, in certain instances, the group of related accounts of which the investor is a member (the **Asset Levels**).
11. The Fee Tier Classes of a Fund are identical amongst themselves and to their respective Main Classes other than having different combined management and fixed administration fees.

12. Investors may only access Fee Tier Classes of a Fund by initially investing in Class F securities or Main Class ISC Securities, or acquiring Main Class ISC Securities upon a conversion from qualifying Main Class DSC Securities of that Fund after the expiration of the DSC Period. The Filer will program its system to monitor each investor's Asset Level on a weekly basis to determine which Fee Tier Class the investor qualifies for and automatically switch the investor's investments to the appropriate Fee Tier Class, without the dealer or investor having to initiate the trade.
13. Once an investor has qualified for a Fee Tier Class, he or she will continue to enjoy the benefit of lower combined management and fixed administration fees associated with such Fee Tier Class, even if fund performance reduces his or her Asset Level below such Fee Tier Class' minimum threshold.
14. For investors that qualify for a Fee Tier Class, the Filer will automatically switch:
  - (a) Class F Securities and Main Class ISC Securities into the appropriate Fee Tier Class of the same Fund;
  - (b) Securities in one of the Fee Tier Classes to the appropriate lower-fee Fee Tier Class of the same Fund based on increases in Asset Level as a result of additional purchases and/or positive fund performance; and
  - (c) Securities in one of the Fee Tier Classes to the applicable higher-fee Fee Tier Class of the same Fund or back to the corresponding Main Class of the same Fund, when the investor no longer meets the applicable Asset Level threshold as a result of redemptions(collectively, the **Automatic Switches**).
15. The Filer will also automatically convert Main Class DSC Securities purchased into Main Class ISC Securities of the same Fund once investors who qualify for the Program have held their Securities for the DSC Period, after which an Automatic Switch to the appropriate Fee Tier Class of the same Fund will be implemented.
16. Further to each Automatic Switch to the appropriate Fee Tier Class, an investor would continue to hold Securities in the same Fund(s) with the only material difference to the investor being that the combined management and fixed administration fees associated with the Fee Tier Class will be lower than those associated with the previously-held Main Class. In no event will an investor who qualifies for a Fee Tier Class pay more than the combined management and fixed administration fees associated with the Main Class, for which the investor originally subscribed or acquired.
17. On February 10, 2017, the Filer obtained relief from certain requirements in Form 81-101F3 to permit the Funds to prepare consolidated fund facts documents for the Main Classes that includes information relating to the eligibility requirements for the Program and Fee Tier Classes.
18. On March 31, 2017, the Filer obtained receipts for the Prospectus of each existing Fund to qualify the Fee Tier Class Securities for distribution and to reflect the lower combined management and administration fees charged in respect of the Fee Tier Classes.

**Fee Tier Class Performance Data**

19. Each of the Fee Tier Classes, being new, will not have performance data for the time period prior to the start date of the Fee Tier Class (the **Commencement Date**). However, as each Fee Tier Class corresponds to a Main Class of the same Fund prior to the Commencement Date, the actual performance of each Fee Tier Class, for the time period prior to the Commencement Date, is identical to the performance of the corresponding Main Class of the same Fund during that time period.
20. The Filer proposes to:
  - (a) show, in the sales communications of the Funds, as the performance data for each Fee Tier Class of the Funds, the performance data of the corresponding Main Class, for the time period prior to the Commencement Date of the applicable Fee Tier Class; and
  - (b) disclose, in those sales communications:
    - (i) that the performance data displayed for the period occurring prior to the Commencement Date of the applicable Fee Tier Class is that of the corresponding Main Class;
    - (ii) that the corresponding Main Class has higher combined management and administration fees than the applicable Fee Tier Class; and

- (iii) if there is a material effect on performance of the applicable Fee Tier Class, how the difference in combined management and administration fees between the applicable Fee Tier Class and the corresponding Main Class would have affected the past performance shown had the Fee Tier Class existed as a separate class during that period

(collectively, the **Past Performance Disclosure**).

21. The Filer submits that the past performance data of the Main Class is significant and meaningful information for existing investors that are switched to the Fee Tier Classes upon Program qualification, who, prior to the Automatic Switch, were investors in the Main Class Securities for which they originally subscribed or acquired. Such information is meaningful to prospective investors in the Program as well, as it provides a fuller picture upon which investors can make an informed investment decision.
22. The Filer submits that investors will not be misled if the past performance data of the applicable Main Class is shown for the corresponding Fee Tier Class of the same Fund for the period prior to the Commencement Date.
23. In the absence of the Exemption Sought, the Funds' sales communications cannot show, as the performance data of the Fee Tier Classes, performance data of their corresponding Main Classes, where such performance data relates to the time period prior to the Commencement Dates of the Fee Tier Classes.

### **Decision**

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

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that, for any sales communications presenting performance data relating to a Fee Tier Class for a time period prior to the Commencement Date of such Fee Tier Class, the sales communication includes the Past Performance Disclosure.

"Darren McCall"  
Manager, Investment Funds and Structured Products  
Ontario Securities Commission

2.2 Orders

2.2.1 Benedict Cheng et al.

**IN THE MATTER OF  
BENEDICT CHENG,  
FRANK SOAVE,  
JOHN DAVID ROTHSTEIN AND  
ERIC TREMBLAY**

Janet Leiper, Chair of the Panel

September 11, 2017

**ORDER**

**WHEREAS** on September 11, 2017, the Ontario Securities Commission held a hearing at the offices of the Commission, located at 20 Queen Street West, 17th Floor, Toronto, Ontario;

**ON HEARING** the submissions of the representatives for Staff of the Commission and Benedict Cheng, Frank Soave and Eric Tremblay, with no one appearing for John David Rothstein, having settled the allegations against him in respect of this proceeding;

**IT IS ORDERED THAT:**

1. the Third Appearance in this matter, as well as any motions brought by Cheng, will be heard on November 15, 2017 at 10:00 a.m., or as soon thereafter as the hearing can be held; and
2. Cheng shall serve and file all materials in respect of any motion to be heard on November 15, 2017, no later than November 1, 2017.

“Janet Leiper”

## 2.4 Rulings

### 2.4.1 Barclays Bank PLC and Barclays Capital Inc. – s. 38 of the CFA and s. 6.1 of OSC Rule 91-502 Trades in Recognized Options

#### Headnote

Application to the Commission pursuant to section 38 of the Commodity Futures Act (Ontario) (CFA) for a ruling that the Applicants be exempted from the dealer registration requirement in paragraph 22(1)(a) and the prohibition against trading on non-recognized exchanges in section 33 of the CFA. Applicants will offer the ability to trade in commodity futures contracts and commodity futures options that trade on exchanges located outside Canada and cleared through clearing corporations located outside of Canada to certain of its clients in Ontario who meet the definition of “permitted client” in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations.

Application to the Director for an exemption, pursuant to section 6.1 of OSC Rule 91-502 Trades in Recognized Options (Rule 91-502), exempting the Applicants and their Representatives from the proficiency requirements in section 3.1 of Rule 91-502 for trades in commodity futures options on exchanges located outside Canada.

#### Applicable Legislative Provisions

Commodity Futures Act, R.S.O. 1990, c. C.20, as am., ss. 22, 33, 38.  
Securities Act, R.S.O. 1990, c. S.5, as am.

#### Rule Cited

Ontario Securities Commission Rule 91-502 Trades in Recognized Options, ss. 3.1, 6.1.

#### Instrument Cited

National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, s. 8.18

September 8, 2017

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

AND

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

AND

IN THE MATTER OF  
ONTARIO SECURITIES COMMISSION RULE 91-502  
TRADES IN RECOGNIZED OPTIONS  
(Rule 91-502)

AND

IN THE MATTER OF  
BARCLAYS BANK PLC AND  
BARCLAYS CAPITAL INC.

**RULING & EXEMPTION**  
(Section 38 of the CFA and Section 6.1 of Rule 91-502)

**UPON** the application (the **Application**) of Barclays Bank PLC (**BB PLC**) and Barclays Capital Inc. (**BCI**) (collectively, the **Applicants**) to the Ontario Securities Commission (the **Commission**) for:

- (a) a ruling of the Commission, pursuant to section 38 of the CFA, that the Applicants are not subject to the dealer registration requirements in the CFA or the trading restrictions in the CFA in connection with trades in Exchange-Traded Futures (as defined below) on exchanges located outside Canada (**Non-Canadian Exchanges**) where the Applicants are acting as principal or agent in such trades to, from or on behalf of Permitted Clients (as defined below) (the **Dealer Registration Relief**);
- (b) a ruling of the Commission, pursuant to section 38 of the CFA, that a Permitted Client is not subject to the dealer registration requirements in the CFA or the trading restrictions in the CFA in connection with trades in Exchange-Traded Futures on Non-Canadian Exchanges, where an Applicant acts in respect of the trades in Exchange-Traded Futures on behalf of the Permitted Client pursuant to the above ruling (the **Client Registration Relief**); and
- (c) a decision of the Director, pursuant to section 6.1 of Rule 91-502, exempting the Applicants and their salespersons, directors, officers and employees (the **Representatives**) from section 3.1 of Rule 91-502 in connection with trades in Exchange-Traded Futures (collectively with the Dealer Registration Relief and the Client Registration Relief, the **Requested Relief**);

**AND WHEREAS** for the purposes of this ruling and exemption (collectively, the **Decision**):

- (i) “**BCCI**” means Barclays Capital Canada Inc.;
- “**CEA**” means the U.S. *Commodity Exchange Act*;
- “**CFTC**” means the U.S. Commodity Futures Trading Commission;
- “**dealer registration requirements in the CFA**” means the provisions of section 22 of the CFA that prohibit a person or company from trading in Exchange-Traded Futures unless the person or company satisfies the applicable provisions of section 22 of the CFA;
- “**EEA**” means European Economic Area;
- “**EEA Member States**” means Austria, Belgium, Bulgaria, Croatia, Republic of Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden and the U.K.;
- “**Exchange Act**” means the U.S. *Securities Exchange Act of 1934*;
- “**Exchange-Traded Futures**” means a commodity futures contract or a commodity futures option that trades on one or more organized exchanges located outside of Canada and that is cleared through one or more clearing corporations located outside of Canada;
- “**FCA**” means the Financial Conduct Authority in the U.K.;
- “**FINRA**” means the Financial Industry Regulatory Authority in the U.S.;
- “**NI 31-103**” means National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*;
- “**NFA**” means the National Futures Association in the U.S.;
- “**Permitted Client**” means a client in Ontario that is a “permitted client” as that term is defined in section 1.1 of NI 31-103;
- “**PRA**” means the Prudential Regulation Authority in the U.K.;
- “**SEC**” means the U.S. Securities and Exchange Commission;
- “**specified affiliate**” has the meaning ascribed to that term in Form 33-109F6 to National Instrument 33-109 *Registration Information*;

“trading restrictions in the CFA” means the provisions of section 33 of the CFA that prohibit a person or company from trading in Exchange-Traded Futures unless the person or company satisfies the applicable provisions of section 33 of the CFA;

“U.K.” means the United Kingdom;

“U.S.” means the United States of America; and

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

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

**AND UPON** the Applicants having represented to the Commission and the Director as follows:

1. BB PLC is a public limited company registered in England and Wales. Its registered office is located at 1 Churchill Place, London, England E14 5HP.
2. BB PLC is a reporting issuer in each of the provinces of Canada.
3. BB PLC is a wholly owned subsidiary of Barclays PLC. BB PLC (together with its subsidiaries) is a major global financial services provider engaged in retail banking, credit cards, corporate banking, investment banking, wealth management and investment management services. BB PLC engages in the securities and commodities trading activities described herein through its investment banking division Barclays Capital.
4. BB PLC is a member of major international securities and commodity futures exchanges and clearing houses, including but not limited to, EUREX AG and NYSE Euronext.
5. BB PLC is authorized by the PRA under the U.K. Financial Services and Markets Act 2000 (as amended, including those amendments introduced by the *Financial Services Act 2012*) (the **FSMA**) to carry on a range of regulated activities within the U.K. and is subject to “dual regulation” by the FCA and the PRA. BB PLC is currently licensed in the U.K. to deal with eligible counterparties, professional clients and retail clients with respect to its permitted activities. BB PLC is currently authorized to carry on certain regulated activities in the U.K. in relation to certain specified investments, including the following: (a) arranging (bringing about) deals in futures; (b) dealing in futures as agent; (c) dealing in futures as principal; (d) making arrangements with a view to transactions in futures; (e) managing futures, (f) safeguarding and administration of assets in relation to futures (without arranging); and (g) arranging safeguarding and administration of assets in relation to futures. As is the case with all firms authorized in the U.K., BB PLC’s current U.K. regulatory status remains subject to variation and the possible imposition of regulatory limitations or requirements and is described as at the date of the Application.
6. PLC has “passport” its U.K. registration into the EEA Member States. In relation to BB PLC’s futures services, BB PLC utilizes its EEA passport to the extent that it may provide commodity futures services into other EEA Member States, and currently conducts such commodity futures activities out of its head office in London.
7. BB PLC is an Exempt Foreign Broker under CFTC rules (17 CFR 30) and is able to conduct brokerage activities for U.S. customers on non-U.S. exchanges without having to register with the CFTC as a futures commission merchant (**FCM**). As a result, BB PLC is a member of the NFA and is approved by the NFA as an exempt foreign firm under CFTC Regulation 30.10 under the CEA.
8. BB PLC is relying on the international dealer exemption in section 8.18 of NI 31-103 (the **IDE**) in Alberta, British Columbia, Manitoba, Ontario and Québec. BB PLC is not registered pursuant to securities or commodity futures legislation in any jurisdiction of Canada.
9. BCI is incorporated under the laws of the state of Connecticut in the U.S. Its head office is located at 745 7th Avenue, New York, New York, U.S.
10. BCI is not a reporting issuer in any jurisdiction of Canada.
11. BCI provides security brokerage services and is an indirect wholly-owned subsidiary of BB PLC.
12. BCI is a member of major U.S. securities and commodity futures exchanges and clearing houses, including but not limited to the Chicago Board of Trade, Chicago Mercantile Exchange and the New York Mercantile Exchange.

13. BCI is a broker-dealer registered with the SEC, a member of FINRA, a registered FCM with the CFTC and a member of the NFA.
14. BCI is relying on the IDE and the international adviser exemption in section 8.26 of NI 31-103 in Alberta, British Columbia, Manitoba, Ontario, Québec and Saskatchewan. BCI is not registered pursuant to securities or commodity futures legislation in any jurisdiction of Canada.
15. The Applicants provide FCM services, which include commodity clearing and execution services, to various institutional customers.
16. The Applicants are not in default of securities legislation in any jurisdiction in Canada or under the CFA, subject to the matter to which this Decision relates. The Applicants are in compliance in all material respects with U.S. and U.K. securities and commodity futures laws, as applicable.
17. The Applicants rely on discretionary relief under the CFA and the OSA similar to the Requested Relief, which will expire on September 11, 2017.
18. BCCI is an indirect wholly owned subsidiary of BB PLC. BCCI is registered as an investment dealer in Alberta, British Columbia, Manitoba, New Brunswick, Ontario, Québec and Saskatchewan and is a dealer member of the Investment Industry Regulatory Organization of Canada.
19. Pursuant to its authorizations and approvals, BB PLC may trade in securities and Exchange-Traded Futures in the U.K. and in all EEA Member States, and conduct brokerage activities for U.S. customers on non-U.S. exchanges without having to register with the CFTC as a FCM. Rules of the FCA and the PRA, as applicable, require BB PLC to maintain adequate capital levels, make and keep specified types of records relating to customer accounts and transactions, and comply with other forms of customer protection rules, including rules respecting: know-your-customer obligations, client identification and account-opening requirements, suitability requirements, anti-money laundering checks, credit checks, delivery of confirmation statements, clearing deposits, dealing and handling customer order obligations including managing conflicts of interests and best execution rules. These rules require BB PLC to treat Permitted Clients materially the same as BB PLC's U.K., EEA and U.S. customers with respect to transactions made on exchanges in the U.K. and the EEA Member States. In order to protect customers in the event of insolvency or financial instability of BB PLC, BB PLC is required to ensure that customer securities and monies be separately accounted for and segregated from the securities and monies of BB PLC. BB PLC is subject to the FCA's Client Asset Rules, which impose a general duty to segregate client assets and require BB PLC to place client assets exclusively with counterparties selected and approved in compliance with the criteria set out in the FCA's Client Asset Rules (the **BB PLC Approved Depositories**).
20. Pursuant to its registrations and memberships, BCI is authorized to handle customer orders and receive and hold customer margin deposits, and otherwise act as a futures broker, in the U.S. Rules of the CFTC and NFA require BCI to maintain adequate capital levels, make and keep specified types of records relating to customer accounts and transactions, and comply with other forms of customer protection rules, including rules respecting: know-your-customer obligations, account-opening requirements, suitability requirements, anti-money laundering checks, credit checks, delivery of confirmation statements, clearing deposits and initial and maintenance margins. These rules require BCI to treat Permitted Clients materially the same as its U.S. customers with respect to transactions made on U.S. exchanges. With respect to transactions made on U.S. exchanges, in order to protect customers in the event of the insolvency or financial instability of BCI, BCI is required to ensure that customer securities and monies be separately accounted for, segregated at all times from their own securities and monies (including the securities and monies of their affiliates) and custodied exclusively with such banks, trust companies, clearing organizations or other licensed futures brokers and intermediaries as may be approved for such purposes under the CEA and the rules promulgated by the CFTC thereunder (collectively, the **BCI Approved Depositories**). BCI is further required to obtain acknowledgements from any BCI Approved Depository holding customer funds or securities related to U.S.-based transactions or accounts that such funds and securities are to be separately held on behalf of such customers, with no right of set-off against BCI's obligations or debts.
21. The Applicants propose to offer certain of their Permitted Clients in Ontario the ability to trade in Exchange-Traded Futures through the Applicants.
22. BB PLC will execute and clear trades in Exchange-Traded Futures on behalf of Permitted Clients in Ontario in the same manner that it executes and clears trades on behalf of its U.K. clients, EEA clients and U.S. clients. BB PLC will follow the same know-your-customer and segregation of assets procedures that it follows in respect of its U.K. clients, EEA clients and U.S. clients. Permitted Clients will be afforded the benefits of compliance by BB PLC with the requirements of the FSMA and the statutory and other requirements of the U.K. regulators, recognized investment

exchanges and applicable European law and regulations. Permitted Clients in Ontario will have the same contractual rights against BB PLC as U.K. clients of BB PLC.

23. BB PLC is required under U.K. securities laws to categorize its clients using three categories (who are afforded a descending level of regulatory protection): (1) retail clients; (2) professional clients; and (3) eligible counterparties. Permitted Clients would generally fall into the categories of “professional clients” and “eligible counterparties”. The levels of regulatory protection afforded to these categories of clients are substantially similar to those afforded to Permitted Clients.
24. BCI will execute and clear trades in Exchange-Traded Futures on behalf of Permitted Clients in Ontario in the same manner that it executes and clears trades on behalf of its U.S. clients, all of which are “Eligible Contract Participants” as defined in the CEA. BCI will follow the same know-your-customer and segregation of assets procedures that it follows in respect of its U.S. clients. Permitted Clients will be afforded the benefits of compliance by BCI with the requirements of the CEA and the regulations thereunder, and the Exchange Act and the regulations thereunder. Permitted Clients in Ontario will have the same contractual rights against BCI as U.S. clients of BCI.
25. The Applicants will not maintain an office, sales force or physical place of business in Ontario.
26. The Applicants will solicit trades in Exchange-Traded Futures in Ontario only from persons who qualify as Permitted Clients.
27. Permitted Clients of the Applicants will only be offered the ability to effect trades in Exchange-Traded Futures on Non-Canadian Exchanges.
28. The Exchange-Traded Futures to be traded by Permitted Clients will include, but will not be limited to, Exchange-Traded Futures for equity index, interest rate, foreign exchange, bond, energy, agricultural and other commodity products.
29. Permitted Clients of the Applicants will be able to execute Exchange-Traded Futures orders through the Applicants by contacting their global execution desks. Permitted Clients may also be able to self-execute Exchange-Traded Futures orders electronically via an independent service vendor and/or other electronic trading routing. Permitted Clients may also be able to execute Exchange-Traded Futures orders through third party brokers and then “give up” the transaction for clearance through the Applicants.
30. The Applicants may execute a Permitted Client’s order on the relevant Non-Canadian Exchange in accordance with the rules and customary practices of the exchange, or engage another broker to assist in the execution of orders. The Applicants will remain responsible for all executions when the Applicants are listed as the executing broker of record on the relevant Non-Canadian Exchange.
31. The Applicants may perform both execution and clearing functions for trades in Exchange-Traded Futures or may direct that a trade executed by them be cleared through a carrying broker if the Applicants are not clearing members of the Non-Canadian Exchange on which the trade is executed and cleared. Alternatively, the Permitted Client of the Applicants will be able to direct that trades executed by the Applicants be cleared through clearing brokers not affiliated with the Applicants in any way (each a **Non-Barclays Clearing Broker**).
32. If the Applicants perform only the execution of a Permitted Client’s Exchange-Traded Futures order and “give-up” the transaction for clearance to a Non-Barclays Clearing Broker, such clearing broker will also be required to comply with the rules of the exchanges of which it is a member and any relevant regulatory requirements, including requirements under the CFA as applicable. Each such Non-Barclays Clearing Broker will represent to the Applicants in an industry-standard give-up agreement, that it will perform its obligations in accordance with applicable laws, governmental, regulatory, self-regulatory, exchange and clearing house rules and the customs and usages of the exchange or clearing house on which the relevant Permitted Client’s Exchange-Traded Futures order will be executed and cleared. The Applicants will not enter into a give-up agreement with any Non-Barclays Clearing Broker located in (i) the U.S. unless such clearing broker is registered with the CFTC and/or the SEC, as applicable, or (ii) the U.K. unless such clearing broker is authorized by the PRA or FCA, as required.
33. As is customary for all trades in Exchange-Traded Futures, a clearing corporation appointed by the exchange or clearing division of the exchange is substituted as a universal counterparty on all trades in Exchange-Traded Futures and Permitted Client orders that are submitted to the exchange in the name of the Non-Barclays Clearing Broker or the Applicants or, on exchanges where the Applicants are not members, in the name of another carrying broker. The Permitted Client of an Applicant is responsible to that Applicant for payment of daily mark-to-market variation margin and/or proper margin to carry open positions and the Applicant, the carrying broker or the Non-Barclays Clearing Broker is in turn responsible to the clearing corporation/division for payment.

## Decisions, Orders and Rulings

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34. Permitted Clients that direct the Applicants to give up transactions in Exchange-Traded Futures for clearance and settlement by Non-Barclays Clearing Brokers will execute the give-up agreements described above.
35. Permitted Clients will pay commissions for trades to the Applicants. In the event that the Applicants need to utilize a Non-Barclays Clearing Broker for clearing or execution services in relation to such trades, the Applicants will generally pay commissions to the Non-Barclays Clearing Broker.
36. The trading restrictions in the CFA apply unless, among other things, an Exchange-Traded Future is traded on a recognized or registered commodity futures exchange and the form of the contract is approved by the Director. To date, no Non-Canadian Exchanges have been recognized or registered under the CFA.
37. If the Applicants were registered under the CFA as “futures commission merchants”, they could rely upon certain exemptions from the trading restrictions in the CFA to effect trades in Exchange-Traded Futures to be entered into on certain Non-Canadian Exchanges.
38. Section 3.1 of Rule 91-502 provides that no person shall trade as agent in, or give advice in respect of, a recognized option, as defined in section 1.1 of Rule 91-502, unless he or she has successfully completed the Canadian Options Course (which has been replaced by the Derivatives Fundamentals Course and the Options Licensing Course).
39. All Representatives of BB PLC who trade futures and options in the U.K. need to have attained and maintain a level of skills, knowledge and expertise to discharge their responsibilities in accordance with the FCA’s Training and Competency Handbook. Ordinarily, Representatives who trade futures and options will have passed examinations in U.K. Financial Regulation and Securities and/or Derivatives administered by the Chartered Institute for Securities & Investment (CISI) under its Capital Markets Programme.
40. Under the U.K. Senior Managers & Certification Regime, these Representatives will be classified by BB PLC as certified individuals. Although these Representatives will not be subject to direct approval by the FCA or the PRA, BB PLC must take reasonable care to ensure that a Representative does not perform a certification function without having first been certified as fit and proper to do so. This certification must be renewed on an annual basis.
41. All Representatives of BCI who trade options in the U.S. have passed the National Commodity Futures Examination (Series 3), being the relevant futures and options proficiency examination administered by FINRA.

**AND UPON** the Commission and Director being satisfied that it would not be prejudicial to the public interest to grant the exemptions requested;

**IT IS RULED**, pursuant to section 38 of the CFA, that the Applicants are not subject to the dealer registration requirement set out in the CFA or the trading restrictions in the CFA in connection with trades in Exchange-Traded Futures where the Applicants are acting as principal or agent in such trades to, from or on behalf of Permitted Clients provided that:

- (a) each client effecting trades in Exchange-Traded Futures is a Permitted Client;
- (b) any Non-Barclays Clearing Broker has represented and covenanted to the applicable Applicant that it is appropriately registered or exempt from registration under the CFA;
- (c) the Applicants only execute and clear trades in Exchange-Traded Futures for Permitted Clients on Non-Canadian Exchanges;
- (d) at the time trading activity is engaged in, the applicable Applicant:
  - (i) in the case of BB PLC,
    - (1) has its head office or principal place of business in the U.K.;
    - (2) is authorized by the PRA and is regulated by the FCA and the PRA;
    - (3) is a member firm of the NFA and is approved by the NFA as an exempt foreign firm;
    - (4) engages in the business of an authorized firm in Exchange-Traded Futures in the U.K.; and
  - (ii) in the case of BCI,
    - (1) has its head office or principal place of business in the U.S.;

- (2) is registered as a FCM with the CFTC;
  - (3) is a member firm of the NFA; and
  - (4) engages in the business of a FCM in Exchange-Traded Futures in the U.S.;
- (e) the applicable Applicant has provided to the Permitted Client the following disclosure in writing:
  - (i) a statement that the Applicant is not registered in Ontario to trade in Exchange-Traded Futures as principal or agent;
  - (ii) a statement that the Applicant's head office or principal place of business is located in London, England, in the case of BB PLC, or New York, New York, U.S., in the case of BCI;
  - (iii) a statement that all or substantially all of the Applicant's assets may be situated outside of Canada;
  - (iv) a statement that there may be difficulty enforcing legal rights against the Applicant because of the above; and
  - (v) the name and address of the Applicant's agent for service of process in Ontario;
- (f) each of the Applicants has submitted to the Commission a completed *Submission to Jurisdiction and Appointment of Agent for Service* in the form attached as Appendix "A" hereto;
- (g) BB PLC notifies the Commission of any regulatory action initiated after the date of this ruling in respect of BB PLC, or any predecessors or specified affiliates of BB PLC, by completing and filing with the Commission Appendix "B" hereto within ten days of the commencement of such action; provided that BB PLC may also satisfy this condition by filing with the Commission within ten days of the date of this Decision a notice making reference to and incorporating by reference the disclosure made relating to BB PLC pursuant to U.S. federal securities laws, and any updates to such disclosure that may be made from time to time, and by providing a copy, in a manner reasonably acceptable to the Director, of any Form BD "Regulatory Action Disclosure Reporting Page" relating to BB PLC;
- (h) BCI notifies the Commission of any regulatory action initiated after the date of this ruling in respect of BCI, or any predecessors or specified affiliates of BCI, by completing and filing with the Commission Appendix "B" hereto within ten days of the commencement of such action; provided that BCI may also satisfy this condition by filing with the Commission within ten days of the date of this Decision a notice making reference to and incorporating by reference the disclosure made by BCI pursuant to U.S. federal securities laws that is identified in the FINRA Broker Check system, and any updates to such disclosure as may be made from time to time, and by providing notification, in a manner reasonably acceptable to the Director, of any filing of a Form BD "Regulatory Action Disclosure Reporting Page";
- (i) if the Applicants do not rely on the IDE by December 31st of each year, each of the Applicants pays a participation fee based on its specified Ontario revenues for its previous financial year in compliance with the requirements of Part 3 and section 6.4 of OSC Rule 13-502 *Fees* as if the Applicants relied on the IDE;
- (j) by December 1st of each year, each Applicant notifies the Commission of its continued reliance on the exemption from the dealer registration requirement granted pursuant to this Decision by filing Form 13-502F4 Capital Markets Participation Fee Calculation; and
- (k) this Decision will terminate on the earliest of:
  - (i) the expiry of any transition period as may be provided by law, after the effective date of the repeal of the CFA;
  - (ii) six months, or such other transition period as may be provided by law, after the coming into force of any amendment to Ontario commodity futures law (as defined in the CFA) or Ontario securities law (as defined in the OSA) that affects the dealer registration requirements in the CFA or the trading restrictions in the CFA; and
  - (iii) five years after the date of this Decision.

**AND IT IS FURTHER RULED**, pursuant to section 38 of the CFA, that a Permitted Client is not subject to the dealer registration requirement in the CFA or the trading restrictions in the CFA in connection with trades in Exchange-Traded Futures on Non-Canadian Exchanges where the Applicants act in connection with trades in Exchange-Traded Futures on behalf of the Permitted Clients pursuant to the above ruling.

“Grant Vingoe”  
Vice Chair  
Ontario Securities Commission

“Philip Anisman”  
Commissioner  
Ontario Securities Commission

**IT IS THE DECISION** of the Director, pursuant to section 6.1 of Rule 91-502, that section 3.1 of Rule 91-502 does not apply to the Applicants or their Representatives in respect of trades in Exchange-Traded Futures, provided that:

- (a) in the case of BB PLC, BB PLC and its Representatives maintain their respective authorizations and memberships with the FCA, the PRA and the NFA which permit them to trade and clear commodity futures options in the U.K. and all EEA Member States, and remain subject to regulation by the FCA and the PRA; and
- (b) in the case of BCI, BCI and its Representatives maintain their respective registrations and memberships with the CFTC and NFA which permit them to trade and clear commodity futures options in the U.S.; and
- (c) this Decision will terminate on the earliest of:
  - (i) the expiry of any transition period as may be provided by law, after the effective date of the repeal of the CFA;
  - (ii) six months, or such other transition period as may be provided by law, after the coming into force of any amendments to Ontario commodity futures law (as defined in the CFA) or Ontario securities law (as defined in the OSA) that affects the dealer registration requirements in the CFA or the trading restrictions in the CFA; and
  - (iii) five years after the date of this Decision.

“Elizabeth King”  
Deputy Director  
Ontario Securities Commission

APPENDIX "A"

SUBMISSION TO JURISDICTION AND APPOINTMENT OF AGENT FOR SERVICE

INTERNATIONAL DEALER OR INTERNATIONAL ADVISER EXEMPTED FROM REGISTRATION UNDER THE  
COMMODITY FUTURES ACT, ONTARIO

1. Name of person or company ("International Firm"):
2. If the International Firm was previously assigned an NRD number as a registered firm or an unregistered exempt international firm, provide the NRD number of the firm:
3. Jurisdiction of incorporation of the International Firm:
4. Head office address of the International Firm:
5. The name, e-mail address, phone number and fax number of the International Firm's individual(s) responsible for the supervisory procedure of the International Firm, its chief compliance officer, or equivalent.  
  
Name:  
E-mail address:  
Phone:  
Fax:
6. The International Firm is relying on an exemption order under section 38 or section 80 of the *Commodity Futures Act* (Ontario) that is similar to the following exemption in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (the "Relief Order"):  
  
 Section 8.18 [*international dealer*]  
  
 Section 8.26 [*international adviser*]  
  
 Other [specify]:
7. Name of agent for service of process (the "Agent for Service"):
8. Address for service of process on the Agent for Service:
9. The International Firm designates and appoints the Agent for Service at the address stated above as its agent upon whom may be served a notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal or other proceeding (a "Proceeding") arising out of or relating to or concerning the International Firm's activities in the local jurisdiction and irrevocably waives any right to raise as a defence in any such proceeding any alleged lack of jurisdiction to bring such Proceeding.
10. The International Firm irrevocably and unconditionally submits to the non-exclusive jurisdiction of the judicial, quasi-judicial and administrative tribunals of the local jurisdiction in any Proceeding arising out of or related to or concerning the International Firm's activities in the local jurisdiction.
11. Until 6 years after the International Firm ceases to rely on the Relief Order, the International Firm must submit to the regulator
  - a. a new Submission to Jurisdiction and Appointment of Agent for Service in this form no later than the 30th day before the date this Submission to Jurisdiction and Appointment of Agent for Service is terminated;
  - b. an amended Submission to Jurisdiction and Appointment of Agent for Service no later than the 30th day before any change in the name or above address of the Agent for Service;
  - c. a notice detailing a change to any information submitted in this form, other than the name or above address of the Agent for Service, no later than the 30th day after the change.
12. This Submission to Jurisdiction and Appointment of Agent for Service is governed by and construed in accordance with the laws of the local jurisdiction.

**Decisions, Orders and Rulings**

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Dated: \_\_\_\_\_

\_\_\_\_\_  
(Signature of the International Firm or authorized signatory)

\_\_\_\_\_  
(Name of signatory)

\_\_\_\_\_  
(Title of signatory)

**Acceptance**

The undersigned accepts the appointment as Agent for Service of \_\_\_\_\_ [*Insert name of International Firm*] under the terms and conditions of the foregoing Submission to Jurisdiction and Appointment of Agent for Service.

Dated: \_\_\_\_\_

\_\_\_\_\_  
(Signature of the Agent for Service or authorized signatory)

\_\_\_\_\_  
(Name of signatory)

\_\_\_\_\_  
(Title of signatory)

This form, and notice of a change to any information submitted in this form, is to be submitted through the Ontario Securities Commission's Electronic Filing Portal:

<https://www.osc.gov.on.ca/filings>

**APPENDIX "B"**

**NOTICE OF REGULATORY ACTION**

1. Has the firm, or any predecessors or specified affiliates<sup>1</sup> of the firm entered into a settlement agreement with any financial services regulator, securities or derivatives exchange, SRO or similar agreement with any financial services regulator, securities or derivatives exchange, SRO or similar organization?

Yes \_\_\_\_\_ No \_\_\_\_\_

If yes, provide the following information for each settlement agreement:

Name of entity
Regulator/organization
Date of settlement (yyyy/mm/dd)
Details of settlement
Jurisdiction

2. Has any financial services regulator, securities or derivatives exchange, SRO or similar organization:

	Yes	No
a) Determined that the firm, or any predecessors or specified affiliates of the firm violated any securities regulations or any rules of a securities or derivatives exchange, SRO or similar organization?	___	___
(b) Determined that the firm, or any predecessors or specified affiliates of the firm made a false statement or omission?	___	___
(c) Issued a warning or requested an undertaking by the firm, or any predecessors or specified affiliates of the firm?	___	___
(d) Suspended or terminated any registration, licensing or membership of the firm, or any predecessors or specified affiliates of the firm?	___	___
(e) Imposed terms or conditions on any registration or membership of the firm, or predecessors or specified affiliates of the firm?	___	___
(f) Conducted a proceeding or investigation involving the firm, or any predecessors or specified affiliates of the firm?	___	___
(g) Issued an order (other than an exemption order) or a sanction to the firm, or any predecessors or specified affiliates of the firm for securities or derivatives-related activity (e.g. cease trade order)?	___	___

If yes, provide the following information for each action:

Name of entity	
Type of action	
Regulator/organization	
Date of action (yyyy/mm/dd)	Reason for action
Jurisdiction	

<sup>1</sup> In this Appendix, the term "specified affiliate" has the meaning ascribed to that term in Form 33-109F6 to National Instrument 33-109 *Registration Information*.

**Decisions, Orders and Rulings**

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3. Is the firm aware of any ongoing investigation of which the firm or any of its specified affiliates is the subject?

Yes \_\_\_\_\_ No \_\_\_\_\_

If yes, provide the following information for each investigation:

Name of entity
Reason or purpose of investigation
Regulator/organization
Date investigation commenced (yyyy/mm/dd)
Jurisdiction

Name of firm:
Name of firm's authorized signing officer or partner
Title of firm's authorized signing officer or partner
Signature
Date (yyyy/mm/dd)

**Witness**

The witness must be a lawyer, notary public or commissioner of oaths.

Name of witness
Title of witness
Signature
Date (yyyy/mm/dd)

This form is to be submitted through the Ontario Securities Commission's Electronic Filing Portal:

<https://www.osc.gov.on.ca/filings>

## 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

THERE IS NOTHING TO REPORT THIS WEEK.

### Failure to File Cease Trade Orders

Company Name	Date of Order	Date of Revocation
AH Capital Corp.	05 September 2017	06 September 2017
BHK Mining Corp.	05 September 2017	
CRC Royalty Corporation	05 September 2017	06 September 2017
Frontline Gold Corporation	05 September 2017	
JDF Explorations Inc.	01 September 2017	05 September 2017
Newstrike Resources Ltd.	05 September 2017	06 September 2017

### 4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order	Date of Lapse

THERE IS NOTHING TO REPORT 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
Performance Sports Group Ltd.	19 October 2016	31 October 2016	31 October 2016		

Company Name	Date of Order	Date of Lapse
Katanga Mining Limited	15 August 2017	
The Canadian Bioceutical Corporation	01 August 2017	

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## Chapter 7

# Insider Reporting

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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](http://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](http://www.sedi.ca)).



## Chapter 11

# IPOs, New Issues and Secondary Financings

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### INVESTMENT FUNDS

**Issuer Name:**

Arcs of Fire Tactical Balanced Fund  
Principal Regulator - Alberta (ASC)

**Type and Date:**

Preliminary Simplified Prospectus dated September 5, 2017

NP 11-202 Preliminary Receipt dated September 6, 2017

**Offering Price and Description:**

Series A, F, I Units

**Underwriter(s) or Distributor(s):**

N/A

**Promoter(s):**

Arcs of Fire Investments Ltd.

**Project #2672976**

---

**Issuer Name:**

Desjardins SocieTerra Canadian Equity Fund  
Principal Regulator - Quebec

**Type and Date:**

Preliminary Simplified Prospectus dated September 6, 2017

NP 11-202 Preliminary Receipt dated September 11, 2017

**Offering Price and Description:**

A, I, C and F Class Units

**Underwriter(s) or Distributor(s):**

N/A

**Promoter(s):**

Desjardins Investments Inc.

**Project #2673928**

---

**Issuer Name:**

Equium Global Tactical Allocation Fund  
Principal Regulator - Ontario

**Type and Date:**

Combined Preliminary and Pro Forma Simplified  
Prospectus dated August 30, 2017

NP 11-202 Preliminary Receipt dated September 5, 2017

**Offering Price and Description:**

Series A, Series F and ETF Series Units

**Underwriter(s) or Distributor(s):**

N/A

**Promoter(s):**

Equium Capital Management Inc.

**Project #2672634**

**Issuer Name:**

Horizons Active A.I. Global Equity ETF  
Horizons Active Intl Developed Markets Equity ETF  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Long Form Prospectus dated September 8, 2017

NP 11-202 Preliminary Receipt dated September 11, 2017

**Offering Price and Description:**

Class A Units

**Underwriter(s) or Distributor(s):**

N/A

**Promoter(s):**

Horizons ETFs Management (Canada) Inc.

**Project #2674046**

---

**Issuer Name:**

W.A.M. Collins Global Portfolio  
Willoughby Investment Pool  
Principal Regulator - British Columbia

**Type and Date:**

Amended and restated to Final Simplified Prospectus dated  
September 6, 2017

Received on September 6, 2017

**Offering Price and Description:**

-

**Underwriter(s) or Distributor(s):**

Harbourfront Wealth Management Inc.

**Promoter(s):**

Willoughby Asset Management Inc.

**Project #2580129**

**Issuer Name:**

CI Canadian Dividend Fund  
CI Global Managers Corporate Class  
CI International Fund (formerly Signature International Fund)  
CI International Corporate Class  
CI International Value Fund  
CI International Value Corporate Class  
Marret Strategic Yield Fund  
Select 100e Managed Portfolio Corporate Class  
Signature Diversified Yield II Fund  
Signature High Yield Bond Fund  
Signature High Yield Bond II Fund  
Signature Income & Growth Fund  
Synergy Tactical Asset Allocation Fund  
Principal Regulator - Ontario

**Type and Date:**

Amendment #1 to Final Simplified Prospectus dated August 30, 2017

NP 11-202 Receipt dated September 7, 2017

**Offering Price and Description:**

A, A1, A2, A3, A4, A5, AT8, A1T8, A2T8, A3T8, A4T8, A5T8, E, ET5, ET8, EF, EFT5, EFT8, F, F1, F2, F3, F4, F5, FT8, F1T8, F2T8, F3T8, F4T8, F5T8, I, IT8, O, OT5, OT8 and P shares, and Class A, A1, A2, A3, A4, A5, E, EF, F, F1, F2, F3, F4, F5, I, O, P and Insight units @ Net Asset Value

**Underwriter(s) or Distributor(s):**

N/A

**Promoter(s):**

CI Investments Inc.

Project #2636189

---

**Issuer Name:**

BMO Ascent Balanced Portfolio  
BMO Ascent Conservative Portfolio  
BMO Ascent Equity Growth Portfolio  
BMO Ascent Growth Portfolio  
BMO Ascent Income Portfolio  
Principal Regulator - Ontario

**Type and Date:**

Amendment #1 to Final Simplified Prospectus dated August 30, 2017

NP 11-202 Receipt dated September 7, 2017

**Offering Price and Description:**

Series A and F @ Net Asset Value

**Underwriter(s) or Distributor(s):**

BMO Investments Inc.

**Promoter(s):**

BMO Investments Inc.

Project #2575117

**Issuer Name:**

Fidelity Dividend Plus Fund  
Fidelity U.S. Focused Stock Fund  
Fidelity U.S. Dividend Fund  
Fidelity U.S. Dividend Registered Fund  
Fidelity Event Driven Opportunities Fund  
Fidelity Global Concentrated Equity Fund  
Fidelity International Concentrated Equity Fund  
Fidelity International Growth Fund  
Fidelity Global Consumer Industries Fund  
Fidelity Global Real Estate Fund  
Fidelity Tactical High Income Fund  
Fidelity NorthStar Balanced Fund  
Fidelity Global Income Portfolio  
Fidelity Global Growth Portfolio  
Fidelity Balanced Managed Risk Portfolio  
Fidelity ClearPath 2015 Portfolio  
Fidelity Corporate Bond Fund  
Fidelity Canadian Short Term Bond Fund  
Fidelity Global Bond Fund  
Principal Regulator - Ontario

**Type and Date:**

Amendment #6 to Final Simplified Prospectus and amendment #8 to Annual Information Form dated August 30, 2017

NP 11-202 Receipt dated September 7, 2017

**Offering Price and Description:**

-

**Underwriter(s) or Distributor(s):**

Fidelity Investments Canada ULC  
Fidelity Investments Canada Limited

**Promoter(s):**

Fidelity Investments Canada ULC

Project #2535350

**Issuer Name:**

Fidelity Canadian Disciplined Equity Class  
Fidelity Canadian Growth Company Class  
Fidelity Canadian Opportunities Class  
Fidelity Greater Canada Class  
Fidelity True North Class  
Fidelity North American Equity Class  
Fidelity American Disciplined Equity Currency Neutral Class  
Fidelity U.S. All Cap Currency Neutral Class  
Fidelity Emerging Markets Class  
Fidelity Europe Class  
Fidelity Global Small Cap Class  
Fidelity International Disciplined Equity Class  
Fidelity International Growth Class  
Fidelity Global Intrinsic Value Class  
Fidelity Global Intrinsic Value Currency Neutral Class  
Fidelity Insights Currency Neutral Class  
Fidelity Global Consumer Industries Class  
Fidelity Global Financial Services Class  
Fidelity Global Health Care Class  
Fidelity Global Natural Resources Class  
Fidelity Global Technology Class  
Principal Regulator - Ontario

**Type and Date:**

Amendment #3 to Final Simplified Prospectus dated August 30, 2017  
NP 11-202 Receipt dated September 7, 2017

**Offering Price and Description:**

-

**Underwriter(s) or Distributor(s):**

N/A

**Promoter(s):**

Fidelity Investments Canada ULC

**Project #2586927**

NON-INVESTMENT FUNDS

**Issuer Name:**

Atrium Mortgage Investment Corporation  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated September 11, 2017

NP 11-202 Preliminary Receipt dated September 11, 2017

**Offering Price and Description:**

\$30,004,200.00

2,532,000 Common Shares

Offering Price: \$11.85 per Offered Share

**Underwriter(s) or Distributor(s):**

TD Securities Inc.

RBC Dominion securities Inc.

CIBC World Markets Inc.

Scotia Capital Inc.

BMO Nesbitt Burns Inc.

National Bank Financial Inc.

Canaccord Genuity Corp.

GMP Securities L.P.

Industrial Alliance Securities Inc.

Raymond James Ltd.

**Promoter(s):**

-

**Project #2672988**

---

**Issuer Name:**

Cannabis Wheaton Income Corp.  
Principal Regulator - British Columbia

**Type and Date:**

Preliminary Short Form Prospectus dated September 6, 2017

NP 11-202 Preliminary Receipt dated September 7, 2017

**Offering Price and Description:**

20,252,203 Common Shares and 20,252,203 Common Share Purchase Warrants Issuable on Exercise of 20,252,203 Special Warrants

-and-15,000,000 Common Shares Issuable on Exercise of 15,000,000 Common Share Purchase Warrants Comprising 30,000 Convertible Debenture Units

-and-30,000,000 Common Shares Issuable on Conversion of \$30,000,000 principal amount of Convertible Debentures Comprising 30,000 Convertible Debenture Units

**Underwriter(s) or Distributor(s):**

Mackie Research Capital Corporation

**Promoter(s):**

-

**Project #2673597**

**Issuer Name:**

Dream Industrial Real Estate Investment Trust  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Shelf Prospectus dated September 8, 2017

NP 11-202 Preliminary Receipt dated September 11, 2017

**Offering Price and Description:**

\$1,000,000,000.00 – Units, Subscription Receipts, Debt Securities

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

-

**Project #2674070**

---

**Issuer Name:**

Ero Copper Corp.  
Principal Regulator - British Columbia

**Type and Date:**

Preliminary Long Form Prospectus dated September 8, 2017

NP 11-202 Preliminary Receipt dated September 8, 2017

**Offering Price and Description:**

\$\*

\* Common Shares

**Underwriter(s) or Distributor(s):**

BMO Nesbitt Burns Inc.

Scotia Capital Inc.

**Promoter(s):**

David Strang

Christopher Noel Dunn

**Project #2673886**

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**Issuer Name:**

Firm Capital American Realty Partners Corp. (formerly Delavaco Residential Properties Corp.)  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Shelf Prospectus dated September 7, 2017

NP 11-202 Preliminary Receipt dated September 7, 2017

**Offering Price and Description:**

U.S.\$250,000,000.00 - Common Shares, Preferred Shares, Debt Securities, Subscription Receipts, Warrants, Units

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

-

**Project #2673474**

**Issuer Name:**

Millennial Lithium Corp.  
Principal Regulator - British Columbia

**Type and Date:**

Amendment #1 dated September 8, 2017 to Preliminary  
Short Form Prospectus dated August 28, 2017  
NP 11-202 Preliminary Receipt dated September 11, 2017

**Offering Price and Description:**

Maximum Offering: \$5,000,000.00  
A maximum of 4,000,000 Units  
Price: \$1.25 Per Unit

**Underwriter(s) or Distributor(s):**

Canaccord Genuity Corp.

**Promoter(s):**

-

**Project #2668162**

---

**Issuer Name:**

AltaGas Ltd.  
Principal Regulator - Alberta (ASC)

**Type and Date:**

Final Shelf Prospectus dated September 7, 2017  
NP 11-202 Receipt dated September 7, 2017

**Offering Price and Description:**

\$5,000,000,000.00 - Common Shares, Preferred Shares,  
Subscription Receipts, Debt Securities

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

-

**Project #2670924**

---

**Issuer Name:**

Great-West Lifeco Inc.  
Principal Regulator - Manitoba

**Type and Date:**

Final Shelf Prospectus dated September 7, 2017  
NP 11-202 Receipt dated September 8, 2017

**Offering Price and Description:**

\$8,000,000,000.00 - Debt Securities (unsecured), First  
Preferred Shares, Common Shares, Subscription Receipts

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

-

**Project #2672280**

**Issuer Name:**

Keyera Corp.  
Principal Regulator - Alberta (ASC)

**Type and Date:**

Final Shelf Prospectus dated September 8, 2017  
NP 11-202 Receipt dated September 8, 2017

**Offering Price and Description:**

\$4,000,000,000.00 - Common Shares, Preferred Shares,  
Subscription Receipts, Debt Securities, Warrants, Units

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

-

**Project #2671953**

---

**Issuer Name:**

Maverix Metals Inc.  
Principal Regulator - British Columbia

**Type and Date:**

Final Shelf Prospectus dated September 6, 2017  
NP 11-202 Receipt dated September 6, 2017

**Offering Price and Description:**

\$200,000,000.00 - Common Shares, Subscription  
Receipts, Units, Warrants

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

-

**Project #2665709**

---

**Issuer Name:**

Pattern Energy Group Inc.  
Principal Regulator - Ontario

**Type and Date:**

Final Prospectus – MJDS dated September 8, 2017  
NP 11-202 Receipt dated September 8, 2017

**Offering Price and Description:**

Class A Common Stock, Preferred Stock, Debt Securities,  
Warrants, Purchase Contracts, Subscription Receipts,  
Units

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

-

**Project #2661067**

**Issuer Name:**

Tova Ventures II Inc.  
Principal Regulator - Ontario

**Type and Date:**

Final CPC Prospectus (TSX-V) dated September 8, 2017  
NP 11-202 Receipt dated September 11, 2017

**Offering Price and Description:**

\$350,000.00 or 3,500,000 Common Shares  
Price: \$0.10 per Common Share

**Underwriter(s) or Distributor(s):**

Richardson GMP Limited

**Promoter(s):**

Alan Friedman

**Project #2659934**

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## Chapter 12

# Registrations

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### 12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Voluntary Surrender	First Canadian Property Investments Ltd.	Exempt Market Dealer	September 8, 2017
New Registration	RBC InvestEase Inc.	Portfolio Manager	September 11, 2017
Voluntary Surrender	Otterwood Capital Management Inc.	Portfolio Manager and Commodity Trading Manager	September 8, 2017

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## Chapter 13

# SROs, Marketplaces, Clearing Agencies and Trade Repositories

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### 13.3 Clearing Agencies

#### 13.3.1 CDS – Material Amendments to CDS Procedures – The Continuous Net Settlement Default Fund – Notice of Commission Approval

##### **CDS CLEARING AND DEPOSITORY SERVICES INC.**

##### **MATERIAL AMENDMENTS TO CDS PROCEDURES – THE CONTINUOUS NET SETTLEMENT DEFAULT FUND**

##### **NOTICE OF COMMISSION APPROVAL**

In accordance with the Rule Protocol between the Ontario Securities Commission (Commission) and CDS Clearing and Depository Services Inc. (CDS), the Commission approved on September 08, 2017 Material Amendments to CDS Procedure – CNS Default Fund.

A copy of the CDS notice was published for comment on June 01, 2017 on the Commission's website at: <http://www.osc.gov.on.ca>. No comments were received.

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