

APPENDIX C
CONCORDANCE OF CHANGES TO THE 2008 PROPOSAL
NATIONAL INSTRUMENT 31-103
REGISTRATION REQUIREMENTS AND EXEMPTIONS
TABLE OF CONTENTS FOR CONCORDANCE

A blackline version of the Rule reflecting changes to the 2008 Proposal is available on some CSA websites and on www.osc.gov.on.ca.

| | | February 29, 2008 CSA Publication |
|------------------------------------|---|--|
| | Part 1 Interpretation 1.1 Definition of terms used throughout this Instrument 1.2 Interpretation of "securities" in Alberta, British Columbia, New Brunswick and Saskatchewan 1.3 Information may be given to the principal regulator | 1.1, 8.20 -- -- |
| Individual registration | Part 2 Categories of registration for individuals 2.1 Individual categories 2.2 Client mobility exemption – individuals 2.3 Individuals acting for investment fund managers | 2.7 8.22, 8.24, 8.25 -- |
| | Part 3 Registration requirements – individuals Division 1: General proficiency requirements 3.1 Definitions 3.2 U.S. equivalency 3.3 Time limits on examination requirements Division 2: Education and experience requirements 3.4 Proficiency – initial and ongoing 3.5 Mutual fund dealer – dealing representative 3.6 Mutual fund dealer – chief compliance officer 3.7 Scholarship plan dealer – dealing representative 3.8 Scholarship plan dealer – chief compliance officer 3.9 Exempt market dealer – dealing representative 3.10 Exempt market dealer – chief compliance officer 3.11 Portfolio manager – advising representative 3.12 Portfolio manager – associate advising representative 3.13 Portfolio manager – chief compliance officer 3.14 Investment fund manager – chief compliance officer Division 3: Membership in a self-regulatory organization 3.15 Who must be approved by an SRO before registration 3.16 Exceptions from certain requirements for SRO approved persons | 4.1 4.2 4.4 4.3 4.5 4.6 4.7 4.8 4.9 4.10 4.11 4.12 4.13 4.15 3.1(2) 3.3 |
| | Part 4 Restrictions on registered individuals 4.1 Restriction on acting for another registered firm 4.2 Associate advising representatives – pre-approval of advice | 6.3 2.8 |
| | Part 5 Ultimate designated person and chief compliance officer 5.1 Responsibilities of the ultimate designated person 5.2 Responsibilities of the chief compliance officer | 5.24 5.25 |
| | Part 6 Suspension and revocation of registration – individuals 6.1 If individual ceases to have authority to act for firm 6.2 If IIROC approval is revoked or suspended 6.3 If MFDA approval is revoked or suspended | 7.6 7.3(2) 7.4(2) and (3) |

| | | February 29, 2008 CSA Publication |
|--------------------------|--|---|
| | 6.4 If sponsoring firm is suspended | 7.2 |
| | 6.5 Dealing and advising activities suspended | 7.1 |
| | 6.6 Revocation of a suspended registration – individual | 7.7 |
| | 6.7 Exception for individuals involved in a hearing | 7.8 |
| | 6.8 Application of Part 6 in Ontario | -- |
| Firm registration | Part 7 Categories of registration for firms | |
| | 7.1 Dealer categories | 2.1 |
| | 7.2 Adviser categories | 2.3 |
| | 7.3 Investment fund manager category | 2.6 |
| | Part 8 Exemptions from the requirement to register | |
| | Division 1: Exemptions from dealer and underwriter registration | |
| | 8.1 Interpretation of “trade” in Quebec | -- |
| | 8.2 Definition of “securities” in Alberta, British Columbia, New Brunswick and Saskatchewan | -- |
| | 8.3 Interpretation - exemption from underwriter registration requirement | 8.1(2) |
| | 8.4 Person or company not in the business of trading in British Columbia, Manitoba and New Brunswick | -- |
| | 8.5 Trades through or to a registered dealer | 8.2, 8.3 |
| | 8.6 Adviser – non-prospectus qualified investment fund | 2.2 |
| | 8.7 Investment fund reinvestment | 8.4 |
| | 8.8 Additional investment in investment funds | 8.5 |
| | 8.9 Additional investment in investment funds if initial purchase before September 14, 2005 | [8.1 45-106] |
| | 8.10 Private investment club | 8.7 |
| | 8.11 Private investment fund – loan and trust pools | 8.6 |
| | 8.12 Mortgages | 8.8 |
| | 8.13 Personal property security legislation | 8.9 |
| | 8.14 Variable insurance contract | 8.10 |
| | 8.15 Schedule III banks and cooperative associations – evidence of deposit | 8.11 |
| | 8.16 Plan administrator | 8.12 |
| | 8.17 Reinvestment plan | 8.13 |
| | 8.18 International dealer | 8.15 |
| | 8.19 Self-directed registered education savings plan | 8.18 |
| | 8.20 Exchange contract - Alberta, British Columbia, New Brunswick and Saskatchewan | [3.2 45-106] |
| | 8.21 Specified debt | 8.19 |
| | 8.22 Small security holder selling and purchase arrangements | [3.6 45-106] |
| | Division 2: Exemptions from adviser registration | |
| | 8.23 Dealer without discretionary authority | 2.4 |
| | 8.24 IIROC members with discretionary authority | 2.5 |
| | 8.25 Advising generally | 8.14 |
| | 8.26 International adviser | 8.16 |
| | Division 3: Exemption from investment fund manager registration | |
| | 8.27 Private investment club | 8.7 |
| | 8.28 Capital accumulation plan exemption | -- |
| | 8.29 Private investment fund – loan and trust pools | 8.6 |
| | Division 4: Mobility exemption – firms | |
| | 8.30 Client mobility exemption – firms | 8.23, 8.25(b) |
| | Part 9 Membership in a self-regulatory organization | |
| | 9.1 IIROC membership for investment dealers | 3.1(1) |
| | 9.2 MFDA membership for mutual fund dealers | 3.2 |

| | | February 29, 2008 CSA Publication |
|-----------------------------|--|--|
| | 9.3 Exception from certain requirements for SRO members | 3.3 |
| | Part 10 Suspension and revocation of registration – firms Division 1: When a firm’s registration is suspended 10.1 Failure to pay fees 10.2 If IIROC membership is revoked or suspended 10.3 If MFDA membership is revoked or suspended 10.4 Activities not permitted while a firm’s registration is suspended Division 2: Revoking a firm’s registration 10.5 Revocation of a suspended registration - firm 10.6 Exception for firms involved in a hearing 10.7 Application of Part 10 in Ontario | 7.5 7.3(1) 7.4 (1) and (3) 7.1 7.7 7.8 -- |
| Business operations | Part 11 Internal controls and systems Division 1: Compliance 11.1 Compliance system 11.2 Designating an ultimate designated person 11.3 Designating a chief compliance officer 11.4 Providing access to board Division 2: Books and records 11.5 General requirements for records 11.6 Form, accessibility and retention of records Division 3: Certain business transactions 11.7 Tied settling of securities and transactions 11.8 Tied selling 11.9 Registrant acquiring a registered firm’s securities or assets 11.10 Registered firm whose securities are acquired | 5.23 2.9 2.10 5.26 5.15 5.16 6.9 6.10 6.8 [6.7 of Feb, 2007 CSA publication] |
| | Part 12 Financial condition Division 1: Working capital 12.1 Capital requirements 12.2 Notifying the regulator of a subordination agreement Division 2: Insurance 12.3 Insurance – dealer 12.4 Insurance – adviser 12.5 Insurance – investment fund manager 12.6 Global bonding or insurance 12.7 Notifying the regulator of a change, claim or cancellation Division 3: Audits 12.8 Direction by a regulator to conduct an audit or review 12.9 Co-operating with the auditor Division 4: Financial reporting 12.10 Annual financial statements 12.11 Interim financial information 12.12 Delivering financial information – dealer 12.13 Delivering financial information – adviser 12.14 Delivering financial information – investment fund manager | 4.18, 4.19 4.20 4.21 4.22 4.23 4.24 4.25 4.27 4.33 4.31, 4.32 -- 4.28 4.29 4.30 |
| Client relationships | Part 13 Dealing with clients – individuals and firms Division 1: Know your clients and suitability 13.1 Investment fund managers exempt from this Division 13.2 Know your client | 5.1 5.3 |

| | | February 29, 2008 CSA Publication |
|-------------------|--|---|
| | 16.5 Temporary exemption for Canadian investment fund manager registered in its principal jurisdiction | -- |
| | 16.6 Temporary exemption for foreign investment fund managers | -- |
| | 16.7 Registration of exempt market dealers | 10.4 |
| | 16.8 Registration of ultimate designated persons | 10.5 |
| | 16.9 Registration of chief compliance officers | 10.6 |
| | 16.10 Proficiency for dealing and advising representative | 4.16 |
| | 16.11 Capital requirements | 10.10 |
| | 16.12 Continuation of existing discretionary relief | -- |
| | 16.13 Insurance requirements | 10.11 |
| | 16.14 Relationship disclosure information | 10.7 |
| | 16.15 Referral arrangements | 10.9 |
| | 16.16 Complaint handling | 10.8 |
| | 16.17 Client statements - mutual fund dealers | -- |
| | 16.18 Transition to exemption – international dealers | -- |
| | 16.19 Transition to exemption – international advisers | -- |
| | 16.20 Transition to exemption – portfolio manager and investment counsel (foreign) | -- |
| | Part 17 When this instrument comes into force | |
| | 17.1 Effective date | 11.1 |
| Forms | Form 31-103F1 Calculation of Excess Working Capital | Form 31-103F1 |
| | Form 31-103F2 Submission to Jurisdiction and Appointment of Agent for Service | Form 31-103F2 |
| | Form 31-103F3 Use of Mobility Exemption | Form 31-103F3 |
| Appendixes | Appendix A – Bonding and Insurance Clauses | APPENDIX A |
| | Appendix B – Subordination Agreement | APPENDIX B |
| | Appendix C – New Category Names – Individuals | APPENDIX D |
| | Appendix D – New Category Names – Firms | APPENDIX C |
| | Appendix E – Non-Harmonized Capital Requirements | APPENDIX E |
| | Appendix F – Non-Harmonized Insurance Requirements | APPENDIX F |