

Form 33-109F6 *Firm Registration*

Who should complete this form?

This form is for firms seeking registration under securities legislation, derivatives legislation or both.

Complete and submit this form to seek initial registration as a dealer, adviser or investment fund manager, or to add one or more jurisdiction of Canada or categories to a firm's registration.

Definitions

In this form:

Chief compliance officer – see section 2.1 of NI 31-103.

Derivatives – financial instruments, such as futures contracts (including exchange traded contracts), futures options and swaps whose market price, value or payment obligations are derived from or based on one or more underlying interests. Derivatives can be in the form of instruments, agreements or securities.

Firm – the person or company seeking registration.

Foreign jurisdiction – see National Instrument 14-101 *Definitions*.

Form – Form 33-109F6 *Firm Registration*.

Jurisdiction or jurisdiction of Canada – see National Instrument 14-101 *Definitions*.

NI 31-103 – National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*.

NI 33-109 – National Instrument 33-109 *Registration Information*.

NI 52-107 – National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*.

NRD – National Registration Database. For more information, visit www.nrd-info.ca.

Parent – a person or company that directly or indirectly has significant control of another person or company.

Permitted individual – see NI 33-109.

Predecessor – any entity listed in question 3.6 of this form.

Principal regulator – see NI 33-109.

Significant control – a person or company has significant control of another person or company if the person or company:

- directly or indirectly holds voting securities representing more than 20 per cent of the outstanding voting rights attached to all outstanding voting securities of the other person or company, or
- directly or indirectly is able to elect or appoint a majority of the directors (or individuals performing similar functions or occupying similar positions) of the other person or company.

Specified affiliate – a person or company that is a parent of the firm, a specified subsidiary of the firm, or a specified subsidiary of the firm's parent.

Specified subsidiary – a person or company of which another person or company has significant control.

SRO – see National Instrument 14-101 *Definitions*.

Ultimate designated person – see section 2.1 of NI 31-103.

You – the individual who completes, submits, files and/or signs the form on behalf of the firm.

We and the regulator – the securities regulatory authority or regulator in the jurisdiction(s) of Canada where the firm is seeking registration.

Contents of the form

This form consists of the following:

Part 1 – Registration details
Part 2 – Contact information
Part 3 – Business history and structure
Part 4 – Registration history
Part 5 – Financial condition
Part 6 – Client relationships
Part 7 – Regulatory action
Part 8 – Legal action
Part 9 – Certification
Schedule A – Contact information for notice of collection and use of personal information
Schedule B – Submission to jurisdiction and appointment of agent for service
Schedule C – Form 31-103F1 *Calculation of excess working capital*

You are also required to submit the following supporting documents with your completed form:

1. Schedule B – Submission to jurisdiction and appointment of agent for service for each jurisdiction where the firm is seeking registration (question 2.4)
2. Business plan, policies and procedures manual, and client agreements (except in Ontario) (question 3.3)
3. Constatting documents (question 3.7)
4. Organization chart (question 3.11)
5. Ownership chart (question 3.12)
6. Calculation of excess working capital (question 5.1)
7. Directors' resolution approving insurance (question 5.7)
8. Audited financial statements (question 5.13)
9. Letter of direction to auditors (question 5.14)

How to complete and submit the form

The firm is required to pay a registration fee in each jurisdiction of Canada where it is submitting and filing this form. Refer to the prescribed fees of the applicable jurisdiction for details.

All dollar values are in Canadian dollars. If a question does not apply to the firm, write "n/a" in the space for the answer.

If the firm is seeking registration in more than one jurisdiction of Canada or category, other than in the category of restricted dealer, you only need to complete and submit one form. If the firm is seeking registration as a restricted dealer, submit and file the form with each jurisdiction of Canada where the firm is seeking that registration.

You can complete this form:

- on paper and deliver it to the principal regulator or relevant SRO
- on paper, scan it and e-mail it to the principal regulator or SRO

If the firm is seeking registration in Ontario, and Ontario is not the firm's principal regulator, you must also file a copy of this form, without supporting documents, with the Ontario Securities Commission.

You can find contact information for submitting and filing the form in Appendix B of Companion Policy 33-109CP *Registration Information*.

We may accept the form in other formats. Please check with the regulator before you complete, submit and file the form. If you are completing the form on paper and need more space to answer a question, use a separate sheet of paper and attach it to this form. Clearly identify the question number.

You must include all supporting documents with your submission. We may ask you to provide other information and documents to help determine whether the firm is suitable for registration.

In most of this form, answers are required to questions that apply only to Canadian provinces and territories; you will find that the questions are referenced to "jurisdictions" or "jurisdiction of Canada". These refer to all provinces and territories of Canada. However, the questions in Part 4 – *Registration History* and Part 7 – *Regulatory Action* are to be answered in respect of any jurisdiction in the world.

It is an offence under securities legislation and derivatives legislation, including commodity futures legislation, to give false or misleading information on this form.

See Part 3 of
NI 33-109.

Updating the information on the form

The firm is required to notify the regulator, within specified times, of any changes to the information on this form by submitting and filing Form 33-109F5 *Change of Registration Information*.

Collection and use of personal information

We and the SROs (if applicable) require personal information about the people referred to in this form as part of our review to determine whether the firm is suitable for registration. If the firm is approved, we also require this information to assess whether the firm continues to meet the registration requirements.

We may only:

- collect the personal information under the requirements in securities legislation or derivatives legislation or both
- use this information to administer and enforce provisions of the securities legislation or derivatives legislation or both

We may collect personal information from police records, records of other regulators or SROs, credit records, employment records, government and private bodies or agencies, individuals, corporations, and other organizations. We may also collect personal information indirectly.

We may provide personal information about the individuals referred to in this form to other regulators, securities or derivatives exchanges, SROs or similar organizations, if required for an investigation or other regulatory issue.

If anyone referred to in this form has any questions about the collection and use of their personal information, they can contact the regulator or SRO, if applicable, in the relevant jurisdiction of Canada. See Schedule A for details. In Québec, they can also contact the Commission d'accès à l'information du Québec at 1-888-528-7741 or visit its website at www.cai.gouv.qc.ca.

Part 2 – Contact information

Addresses

2.1 Head office address

A post office box on its own is not acceptable for a head office address.

| | |
|------------------|--------------------------|
| Address line 1 | |
| Address line 2 | |
| City | Province/territory/state |
| Country | Postal/zip code |
| Telephone number | Fax number |
| Website | |

If the firm's head office is in Canada, go to question 2.3.

If the firm's head office is not in Canada, go to question 2.2.

2.2 Firms whose head office is not in Canada

- (a) Does the firm have any business location addresses in Canada?

Yes No

If yes, provide the firm's primary Canadian business location address:

| | |
|----------------|--------------------|
| Address line 1 | |
| Address line 2 | |
| City | Province/territory |
| Postal code | |

The securities regulatory authority in this jurisdiction of Canada is the firm's principal regulator in Canada.

- (b) If a firm is not registered in a jurisdiction of Canada, indicate the jurisdiction of Canada in which the firm expects to conduct most of its activities that require registration as at the end of its current financial year or conducted most of its activities that require registration as at the end of its most recently completed financial year.

AB BC MB NB NL NS NT NU ON PE QC SK YT

A post office box is acceptable for a mailing address.

2.3 Mailing address

Same as the head office address

| | |
|----------------|--------------------------|
| Address line 1 | |
| Address line 2 | |
| City | Province/territory/state |
| Country | Postal/zip code |

If the firm does not have an office in a jurisdiction of Canada where it is seeking registration, it must appoint an agent for service in that jurisdiction of Canada.

2.4 Address for service and agent for service

Attach a completed Schedule B *Submission to jurisdiction and appointment of agent for service* for each jurisdiction of Canada where the firm is seeking registration and does not have an office.

Contact names

A registered firm must have an individual registered in the category of ultimate designated person.

2.5 Ultimate designated person

| | |
|--|--------------------------|
| Legal name | |
| Officer title | |
| Telephone number | |
| E-mail address | |
| NRD number, if available | |
| Address <input type="checkbox"/> Same as firm head office address | |
| Address line 1 | |
| Address line 2 | |
| City | Province/territory/state |
| Country | Postal/zip code |

A registered firm must have an individual registered in the category of chief compliance officer.

2.6 Chief compliance officer

Same as ultimate designated person

| | |
|--|--------------------------|
| Legal name | |
| Officer title | |
| Telephone number | |
| E-mail address | |
| NRD number, if available | |
| Address <input type="checkbox"/> Same as firm head office address | |
| Address line 1 | |
| Address line 2 | |
| City | Province/territory/state |
| Country | Postal/zip code |

Part 3 – Business history and structure

Business activities

3.1 The firm's business

Provide a description of the firm's proposed business, including its primary business activities, target market, and the products and services it will provide to clients.

3.2 Other names

In addition to the firm's legal name in question 1.1, does the firm use any other names, such as a trade name?

Yes No

If yes, list all other names and indicate if each name has been registered:

3.3 Business documents

Does the firm have the following documents to support its business activities?

| | Yes | No |
|---|-----|----|
| (a) Business plan for at least the next three years | | |
| (b) Policies and procedures manual, including account opening procedures and the firm's policy on fairness in allocation of investment opportunities, if applicable | | |

If no, explain why the firm does not have the document:

Attach the firm's business plan, policies and procedures manual and client agreements, including any investment policy statements and investment management agreements, except if the regulator in Ontario is the principal regulator of the firm seeking registration, unless the regulator in Ontario has requested they be provided.

History of the firm

3.4 When was the firm created?

yyyy/mm/dd

3.5 How was the firm created?

- New start-up Go to question 3.7.
Merger or amalgamation Go to question 3.6.
Reorganization Go to question 3.6.
Other statutory arrangement Please specify below and go to question 3.6.

3.6 Predecessors

List the entities that were merged, amalgamated, reorganized or otherwise arranged to create the firm.

| |
|--|
| |
|--|

3.7 Constatng documents

Attach the legal documents that established the firm as an entity, for example, the firm's articles and certificate of incorporation, any articles of amendments, partnership agreement or declaration of trust. If the firm is a sole proprietorship, provide a copy of the registration of trade name.

As part of their constating documents, firms whose head office is outside Canada may be required to provide proof of extra-provincial registration.

Business structure and ownership

3.8 Type of legal structure

- Sole proprietorship
- Partnership
- Limited partnership Name of general partner _____
- Corporation
- Other Please specify _____

3.9 Business registration number, if applicable

List the firm's business registration number for each jurisdiction of Canada where the firm is seeking registration.

This is the firm's corporate registration number or Québec enterprise number (NEQ).

| Business registration number | Jurisdiction of Canada |
|------------------------------|------------------------|
| | |
| | |
| | |
| | |
| | |

3.10 Permitted individuals

List all permitted individuals of the firm.

| Name | Title | NRD number, if applicable |
|------|-------|---------------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

3.11 Organization chart

Attach an organization chart showing the firm's reporting structure. Include all permitted individuals, the ultimate designated person and the chief compliance officer.

3.12 Ownership chart

Attach a chart showing the firm's structure and ownership. At a minimum, include all parents, specified affiliates and specified subsidiaries.

Include the name of the person or company, and class, type, amount and voting percentage of ownership of the firm's securities.

Part 4 – Registration history

The questions in Part 4 apply to any jurisdiction and any foreign jurisdiction.

4.1 Securities registration

In the last seven years, has the firm, or any predecessors or specified affiliates of the firm been registered or licensed to trade or advise in securities or derivatives?

Yes No

If yes, provide the following information for each registration:

| | |
|--|---|
| Name of entity | |
| Registration category | |
| Regulator/organization | |
| Date registered or licensed (yyyy/mm/dd) | Expiry date, if applicable (yyyy/mm/dd) |
| Jurisdiction | |

4.2 Exemption from securities registration

Is the firm currently relying on any exemptions from registration or licensing to trade or advise in securities or derivatives (other than those exemptions with respect to which the firm has already notified the securities regulator or, in Québec, the securities regulatory authority in accordance with the applicable exemption)?

Yes No

If yes, provide the following information for each exemption:

| |
|--------------------------------|
| Type of exemption |
| Regulator/organization |
| Date of exemption (yyyy/mm/dd) |
| Jurisdiction |

4.3 Membership in an exchange or SRO

In the last seven years, has the firm, or any predecessors or specified affiliates of the firm been a member of a securities or derivatives exchange, SRO or similar organization?

Yes No

If yes, provide the following information for each membership:

| | |
|---------------------------------|---|
| Name of entity | |
| Organization | |
| Date of membership (yyyy/mm/dd) | Expiry date, if applicable (yyyy/mm/dd) |
| Jurisdiction | |

4.4 Exemption from membership in an exchange or SRO

Is the firm currently relying on any exemptions from membership with a securities or derivatives exchange, SRO or similar organization?

Yes No

If yes, provide the following information for each exemption:

| |
|--------------------------------|
| Type of exemption |
| Organization |
| Date of exemption (yyyy/mm/dd) |
| Jurisdiction |

4.5 Refusal of registration, licensing or membership

Has the firm, or any predecessors or specified affiliates of the firm been refused registration, licensing or membership with a financial services regulator, securities or derivatives exchange, SRO or similar organization?

Yes No

If yes, provide the following information for each refusal:

| |
|------------------------------|
| Name of entity |
| Reason for refusal |
| Regulator/organization |
| Date of refusal (yyyy/mm/dd) |
| Jurisdiction |

Examples of other financial products include financial planning, life insurance and mortgages.

4.6 Registration for other financial products

In the last seven years, has the firm, or any predecessors or specified affiliates of the firm been registered or licensed under legislation that requires registration or licensing to sell or advise in a financial product other than securities or derivatives?

Yes No

If yes, provide the following information for each registration or licence:

| | |
|-----------------------------------|---|
| Name of entity | |
| Type of licence or registration | |
| Regulator/organization | |
| Date of registration (yyyy/mm/dd) | Expiry date, if applicable (yyyy/mm/dd) |
| Jurisdiction | |

Part 5 – Financial condition

Capital requirements

5.1 Calculation of excess working capital

Attach the firm's calculation of excess working capital.

- Investment dealers must use the capital calculation form required by the Investment Industry Regulatory Organization of Canada (IIROC).
- Mutual fund dealers must use the capital calculation form required by the Mutual Fund Dealers Association of Canada (MFDA), except for mutual fund dealers registered in Québec only.
- Firms that are not members of either IIROC or the MFDA must use Form 31-103F1 *Calculation of Excess Working Capital*. See Schedule C.

5.2 Sources of capital

List all cash, cash equivalents, debt and equity sources of the firm's capital.

| Name of person or entity providing the capital | Type of capital | Amount (\$) |
|--|-----------------|-------------|
| | | |
| | | |
| | | |

See Schedule C Form 31-103F1 Calculation of Excess Working Capital.

5.3 Guarantors

In relation to its business, does the firm:

| | Yes | No |
|---------------------------------------|-----|----|
| (a) Have any guarantors? | | |
| (b) Act as a guarantor for any party? | | |

If yes, provide the following information for each guarantee:

| | |
|--------------------------------|--------------------------|
| Name of party to the guarantee | |
| NRD number, if applicable | |
| Relationship to the firm | Amount of guarantee (\$) |
| Details of the guarantee | |

Bonding and insurance

Questions 5.4 to 5.8 apply to the firm's bonding or insurance coverage or proposed bonding or insurance coverage for securities and derivatives activities only. This in accordance with Part 12, Division 2 of NI 31-103.

This information is on the financial institution bond.

5.4 Jurisdictions covered

Where does the firm have bonding or insurance coverage?

- AB
- BC
- MB
- NB
- NL
- NS
- NT
- NU
- ON
- PE
- QC
- SK
- YT

If the firm's bonding or insurance does not cover all jurisdictions of Canada where it is seeking registration, explain why.

5.5 Bonding or insurance details

This information is on the binder of insurance or on the financial institution bond.

| | |
|--|--------------------------------|
| Name of insurer | |
| Bond or policy number | |
| Specific insuring agreements and clauses | |
| Coverage for each claim (\$) | Annual aggregate coverage (\$) |
| Total coverage (\$) | |
| Amount of the deductible (\$) | Expiry date (yyyy/mm/dd) |

If the firm's insurance or proposed insurance is not in the form of a financial institution bond, explain how it provides equivalent coverage to the bond.

5.6 Professional liability insurance (Québec only)

This information is required only if the firm is applying for registration in Québec as a mutual fund dealer or as a scholarship plan dealer.

If the firm is seeking registration in Québec as a mutual fund dealer or a scholarship plan dealer, provide the following information about the firm's professional liability insurance:

| | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|--------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|----|----|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Name of insurer | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Policy number | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Specific insuring agreements and clauses | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Coverage for each claim (\$) | Annual aggregate coverage (\$) | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total coverage (\$) | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Amount of the deductible (\$) | Renewal date (yyyy/mm/dd) | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jurisdictions covered: | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <table style="width: 100%; text-align: center;"> <tr> <td>AB</td><td>BC</td><td>MB</td><td>NB</td><td>NL</td><td>NS</td><td>NT</td><td>NU</td><td>ON</td><td>PE</td><td>QC</td><td>SK</td><td>YT</td> </tr> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> </table> | | AB | BC | MB | NB | NL | NS | NT | NU | ON | PE | QC | SK | YT | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| AB | BC | MB | NB | NL | NS | NT | NU | ON | PE | QC | SK | YT | | | | | | | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | |
| Which insurance policy applies to your representatives? | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Firm's policy <input type="checkbox"/> Individual's policy <input type="checkbox"/> Both <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | |

5.7 Directors' resolution approving insurance

Attach a directors' resolution confirming that the firm has sufficient insurance coverage for its securities or derivatives-related activities.

5.8 Bonding or insurance claims

In the last seven years, has the firm made any claims against a bond or on its insurance?

Yes No

If yes, provide the following information for each claim:

| | |
|----------------------------|-------------|
| Type of bond or insurance | |
| Date of claim (yyyy/mm/dd) | Amount (\$) |
| Reason for claim | |
| Date resolved (yyyy/mm/dd) | Result |
| Jurisdiction | |

Solvency

5.9 Bankruptcy

In the last seven years, has the firm or any of its specified affiliates declared bankruptcy, made an assignment or proposal in bankruptcy, or been the subject of a petition in bankruptcy, or the equivalent in any jurisdiction?

Yes No

If yes, provide the following information for each bankruptcy or assignment in bankruptcy:

| | |
|---|--|
| Name of entity | |
| Reason for bankruptcy or assignment | |
| Date of bankruptcy, assignment or petition (yyyy/mm/dd) | Date discharge granted, if applicable (yyyy/mm/dd) |
| Name of trustee | |
| Jurisdiction | |

If applicable, attach a copy of any discharge, release or equivalent document.

5.10 Appointment of receiver

In the last seven years, has the firm or any of its specified affiliates appointed a receiver or receiver manager, or had one appointed, or the equivalent in any jurisdiction?

Yes No

If yes, provide the following information for each appointment of receiver:

| | |
|--------------------------------------|--------------------------|
| Name of entity | |
| Date of appointment (yyyy/mm/dd) | Reason for appointment |
| Date appointment ended (yyyy/mm/dd) | Reason appointment ended |
| Name of receiver or receiver manager | |
| Jurisdiction | |

Financial reporting

5.11 Financial year-end

| |
|---------|
| (mm/dd) |
|---------|

If the firm has not established its financial year-end, explain why.

| |
|--|
| |
|--|

Provide the name of the individual auditing the financial statements and the name of the firm, if applicable.

5.12 Auditor

| |
|-------------------------------------|
| Name of auditor and accounting firm |
|-------------------------------------|

5.13 Audited financial statements

- (a) Attach, for your most recently completed year, either
 - (i) non-consolidated audited financial statements; or
 - (ii) audited financial statements prepared in accordance with section 3.2(3) of NI 52-107.
- (b) If the audited financial statements attached for item (a) were prepared for a period ending more than 90 days before the date of this application, also attach an interim financial report for a period of not more than 90 days before the date of this application.

If the firm is a start-up company, you can attach an audited opening statement of financial position instead.

We may request an audit of the firm at any time while the firm is registered.

5.14 Letter of direction to auditors

Attach a letter of direction from the firm authorizing the auditor to conduct any audit or review of the firm that the regulator may request.

Part 6 – Client relationships

See Part 14, Division 3 of NI 31-103 and Companion Policy 31-103CP.

6.1 Client assets

Will the firm hold or have access to client assets?

Yes No

If yes, provide the following information for each financial institution where the trust accounts for client assets are held:

For guidance regarding whether a firm will hold or have access to client assets see section 12.4 of Companion Policy 31-103CP.

| | |
|-------------------------------|--------------------|
| Name of financial institution | |
| Address line 1 | |
| Address line 2 | |
| City | Province/territory |
| Postal code | Telephone number |

6.2 Conflicts of interest

Does the firm have or expect to have any relationships that could reasonably result in any significant conflicts of interest in carrying out its registerable activities in accordance with securities or derivatives legislation?

Yes No

If yes, complete the following questions:

(a) Provide details about each conflict:

| |
|--|
| |
|--|

(b) Does the firm have policies and procedures to identify and respond to its conflicts of interest?

Yes No

If no, explain why:

| |
|--|
| |
|--|

Part 7 – Regulatory action

The questions in Part 7 apply to any jurisdiction and any foreign jurisdiction. The information must be provided in respect of the last 7 years.

7.1 Settlement agreements

Has the firm, or any predecessors or specified affiliates of the firm entered into a settlement 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 |

7.2 Disciplinary history

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

| | Yes | No |
|---|-----|----|
| 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? | | |
| Determined that the firm, or any predecessors or specified affiliates of the firm made a false statement or omission? | | |
| Issued a warning or requested an undertaking by the firm, or any predecessors or specified affiliates of the firm? | | |
| Suspended or terminated any registration, licensing or membership of the firm, or any predecessors or specified affiliates of the firm? | | |
| Imposed terms or conditions on any registration or membership of the firm, or predecessors or specified affiliates of the firm? | | |
| Conducted a proceeding or investigation involving the firm, or any predecessors or specified affiliates of the firm? | | |
| 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 | |

7.3 Ongoing investigations

Is the firm aware of any ongoing investigations 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 |

Part 8 – Legal action

The firm must disclose offences or legal actions under any statute governing the firm and its business activities in any jurisdiction. The information must be provided in respect of the last 7 years.

8.1 Criminal convictions

Has the firm, or any predecessors or specified affiliates of the firm been convicted of any criminal or quasi-criminal offence?

Yes No

If yes, provide the following information for each conviction:

| | |
|---------------------------------|----------------------------|
| Name of entity | |
| Type of offence | |
| Case name | Case number, if applicable |
| Date of conviction (yyyy/mm/dd) | |
| Jurisdiction | |

8.2 Outstanding criminal charges

Is the firm or any of its specified affiliates currently the subject of any outstanding criminal or quasi-criminal charges?

Yes No

If yes, provide the following information for each charge:

| |
|-----------------------------|
| Name of entity |
| Type of offence |
| Date of charge (yyyy/mm/dd) |
| Jurisdiction |

8.3 Outstanding legal actions

| | Yes | No |
|---|-----|----|
| (a) Is the firm currently a defendant or respondent (or the equivalent in any jurisdiction) in any outstanding legal action? | | |
| (b) Are any of the firm's specified affiliates currently a defendant or respondent (or the equivalent in any jurisdiction) in any outstanding legal action that involves fraud, theft or securities-related activities, or that could significantly affect the firm's business? | | |

If yes, provide the following information for each legal action:

| |
|--|
| Name of entity |
| Type of legal action |
| Date of legal action (yyyy/mm/dd) |
| Current stage of litigation |
| Remedies requested by plaintiff or appellant |
| Jurisdiction |

8.4 Judgments

| | Yes | No |
|---|-----|----|
| Has any judgment been rendered against the firm or is any judgment outstanding in any civil court for damages or other relief relating to fraud, theft or securities-related activities? | | |
| Are any of the firm's specified affiliates currently the subject of any judgments that involve fraud, theft or securities-related activities, or that could significantly affect the firm's business? | | |

If yes, provide the following information for each judgment:

| |
|--|
| Name of entity |
| Type of judgment |
| Date of judgment (yyyy/mm/dd) |
| Current stage of litigation, if applicable |
| Remedies requested by plaintiffs |

Part 9 – Certification

It is an offence under securities legislation and derivatives legislation, including commodity futures legislation, to give false or misleading information on this form.

By signing below, you:

1. Certify to the regulator in each jurisdiction of Canada where the firm is submitting and filing this form, either directly or through the principal regulator, that:
 - you have read this form, and
 - to the best of your knowledge and after reasonable inquiry, all of the information provided on this form is true and complete.
2. Certify to each regulator in a non-principal jurisdiction of Canada where the firm is submitting and filing this form, either directly or through the principal regulator, that at the date of this submission:
 - the firm has submitted and filed all information required to be submitted and filed under the securities legislation or derivatives legislation or both of the principal jurisdiction of Canada in relation to the firm's registration in that jurisdiction, and
 - this information is true and complete.

3. Authorize the principal regulator to give each non-principal regulator access to any information the firm has submitted or filed with the principal regulator under securities legislation or derivatives legislation or both of the principal jurisdiction of Canada in relation to the firm's registration in that jurisdiction.
4. Acknowledge that the regulator may collect and provide personal information about the individuals referred to in this form under *Collection and use of personal information*.
5. Confirm that the individuals referred to in this form have been notified that their personal information is disclosed on this form, the legal reason for doing so, how it will be used and who to contact for more information.

| | |
|---|--|
| 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) | |

Schedule A
Contact information for
Notice of collection and use of personal information

Alberta

Alberta Securities Commission
Suite 600, 250-5th St. SW
Calgary, AB T2P 0R4
Attention: Information Officer
Telephone: (403) 297-6454

British Columbia

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC V7Y 1L2
Attention: Freedom of Information Officer
Telephone: (604) 899-6500 or (800) 373-6393 (in Canada)

Manitoba

The Manitoba Securities Commission
500 - 400 St. Mary Avenue
Winnipeg, MB R3C 4K5
Attention: Director of Registrations
Telephone: (204) 945-2548
Fax: (204) 945-0330

New Brunswick

Financial and Consumer Services Commission of New
Brunswick / Commission des services financiers et des
services aux consommateurs du Nouveau-Brunswick
Suite 300, 85 Charlotte Street
Saint John, NB E2L 2J2
Attention: Registration
Telephone: (506) 658-3060

Newfoundland and Labrador

Superintendent of Securities, Service NL
Government of Newfoundland and Labrador
P.O. Box 8700
2nd Floor, West Block
Confederation Building
St. John's, NL A1B 4J6
Attention: Manager of Registrations
Telephone: (709) 729-5661

Nova Scotia

Nova Scotia Securities Commission
Suite 400, 5251 Duke Street
Halifax, NS B3J 1P3
Attention: Deputy Director, Capital Markets
Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
Department of Justice
1st Floor Stuart M. Hodgson Building
5009 – 49th Street
Yellowknife, NWT X1A 2L9
Attention: Deputy Superintendent of Securities
Telephone: (867) 920-8984

Nunavut

Government of Nunavut
Department of Justice
P.O. Box 1000 Station 570
Iqaluit, NU X0A 0H0
Attention: Superintendent of Securities
Telephone: (867) 975-6590

Ontario

Ontario Securities Commission
22nd Floor
20 Queen Street West
Toronto, ON M5H 3S8
Attention: Compliance and Registrant Regulation
Telephone: (416) 593-8314
e-mail: registration@osc.gov.on.ca

Prince Edward Island

Securities Office
Department of Community Affairs and Attorney General
P.O. Box 2000
Charlottetown, PE C1A 7N8
Attention: Superintendent of Securities
Telephone: (902) 368-6288

Québec

Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal (Québec) H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone: (514) 395-0337 or (877) 525-0337

Saskatchewan

Financial and Consumer Affairs Authority of Saskatchewan
Suite 601, 1919 Saskatchewan Drive
Regina, SK S4P 4H2
Attention: Deputy Director, Capital Markets
Telephone: (306) 787-5871

Yukon

Government of Yukon
Superintendent of Securities
Department of Community Services
P.O. Box 2703 C-6
Whitehorse, YT Y1A 2C6
Attention: Superintendent of Securities
Telephone: (867) 667-5314

Self-regulatory organization

Investment Industry Regulatory Organization of Canada
121 King Street West, Suite 2000
Toronto, Ontario M5H 3T9
Attention: Privacy Officer
Telephone: (416) 364-6133
E-mail: PrivacyOfficer@iiorc.ca

Schedule B
Submission to jurisdiction and appointment of agent for service

1. Name of person or company (the "Firm"): _____

2. Jurisdiction of incorporation of the person or company: _____

3. Name of agent for service of process (the "Agent for Service"): _____

4. Address for service of process on the Agent for Service: _____

Phone number of the Agent for Service: _____

5. The 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 Firm's activities in the local jurisdiction and irrevocably waives any right to raise as a defense in any such proceeding any alleged lack of jurisdiction to bring such Proceeding.

6. The Firm irrevocably and unconditionally submits to the non-exclusive jurisdiction of the judicial, quasi-judicial and administrative tribunals of the local jurisdiction and any administrative proceeding in the local jurisdiction, in any proceeding arising out of or related to or concerning the Firm's activities in the local jurisdiction.

7. Until six years after the Firm ceases to be registered, the Firm must file

a. a new Submission to jurisdiction and appointment of agent for service in this form no later than the 10th day after the date this Submission to jurisdiction and appointment of agent for service is terminated; and

b. an amended Submission to jurisdiction and appointment of agent for service no later than the 10th day after any change in the name or above address of the Agent for Service.

8. This Submission to jurisdiction and appointment of agent for service is governed by and construed in accordance with the laws of the local jurisdiction.

Dated: _____

(Signature of the Firm or authorized signatory)

(Name and Title of authorized signatory)

Acceptance

The undersigned accepts the appointment as Agent for Service of (Insert name of the Firm) under the terms and conditions of the foregoing Submission to jurisdiction and appointment of agent for service.

Dated: _____

(Signature of Agent for Service or authorized signatory)

(Name and Title of authorized signatory)

Schedule C
FORM 31-103F1 CALCULATION OF EXCESS WORKING CAPITAL

Firm Name

Capital Calculation
(as at _____ with comparative figures as at _____)

| | Component | Current period | Prior period |
|-----|--|-----------------------|---------------------|
| 1. | Current assets | | |
| 2. | Less current assets not readily convertible into cash (e.g., prepaid expenses) | | |
| 3. | Adjusted current assets Line 1 minus line 2 = | | |
| 4. | Current liabilities | | |
| 5. | Add 100% of non-current related party debt unless the firm and the lender have executed a subordination agreement in the form set out in Appendix B of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i> and the firm has delivered a copy of the agreement to the regulator or, in Québec, the securities regulatory authority. See section 12.2 of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i> . | | |
| 6. | Adjusted current liabilities Line 4 plus line 5 = | | |
| 7. | Adjusted working capital Line 3 minus line 6 = | | |
| 8. | Less minimum capital | | |
| 9. | Less market risk | | |
| 10. | Less any deductible under the bonding or insurance policy required under Part 12 of National Instrument 31-103 <i>Registration Requirements, Exemptions and Ongoing Registrant Obligations</i> or, in Québec, for a firm registered only in that jurisdiction and solely in the category of mutual fund dealer, less the deductible under the liability insurance required under section 193 of the Québec Securities Regulation | | |

| | | | |
|-----|-----------------------------|--|--|
| 11. | Less Guarantees | | |
| 12. | Less unresolved differences | | |
| 13. | Excess working capital | | |

Notes:

Form 31-103F1 *Calculation of Excess Working Capital* must be prepared using the accounting principles that you use to prepare your financial statements in accordance with National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards*. Section 12.1 of Companion Policy 31-103CP *Registration Requirements, Exemptions and Ongoing Registrant Obligations* provides further guidance in respect of these accounting principles.

Line 5. Related-party debt – Refer to the CICA Handbook for the definition of “related party” for publicly accountable enterprises. The firm is required to deliver a copy of the executed subordination agreement to the regulator or, in Québec, the securities regulatory authority on the earlier of a) 10 days after the date the agreement is executed or b) the date an amount subordinated by the agreement is excluded from its calculation of excess working capital on Form 31-103F1 *Calculation of Excess Working Capital*. **The firm must notify the regulator or, in Québec, the securities regulatory authority, 10 days before it repays the loan (in whole or in part), or terminates the subordination agreement.** See section 12.2 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*.

Line 8. Minimum Capital – The amount on this line must be not less than (a) \$25,000 for an adviser and (b) \$50,000 for a dealer. For an investment fund manager, the amount must be not less than \$100,000 unless subsection 12.1(4) of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* applies.

Line 9. Market Risk – The amount on this line must be calculated according to the instructions set out in Schedule 1 to Form 31-103F1 *Calculation of Excess Working Capital*. A schedule supporting the calculation of any amounts included in Line 9 as market risk should be provided to the regulator or, in Québec, the securities regulatory authority in conjunction with the submission of Form 31-103F1 *Calculation of Excess Working Capital*.

Line 11. Guarantees – If the registered firm is guaranteeing the liability of another party, the total amount of the guarantee must be included in the capital calculation. If the amount of a guarantee is included in the firm’s statement of financial position as a current liability and is reflected in line 4, do not include the amount of the guarantee on line 11.

Line 12. Unresolved differences – Any unresolved differences that could result in a loss from either firm or client assets must be included in the capital calculation. The examples below provide guidance as to how to calculate unresolved differences:

- (i) If there is an unresolved difference relating to client securities, the amount to be reported on Line 12 will be equal to the fair value of the client securities that are short, plus the applicable margin rate for those securities.
- (ii) If there is an unresolved difference relating to the registrant's investments, the amount to be reported on Line 12 will be equal to the fair value of the investments (securities) that are short.
- (iii) If there is an unresolved difference relating to cash, the amount to be reported on Line 12 will be equal to the amount of the shortfall in cash.

Please refer to section 12.1 of Companion Policy 31-103CP *Registration Requirements, Exemptions and Ongoing Registrant Obligations* for further guidance on how to prepare and file Form 31-103F1 *Calculation of Excess Working Capital*.

Management Certification

Registered Firm Name: _____

We have examined the attached capital calculation and certify that the firm is in compliance with the capital requirements as at _____.

| Name and Title | Signature | Date |
|-----------------------|------------------|-------------|
| 1. _____ _____ | _____ | _____ |
| 2. _____ _____ | _____ | _____ |

**Schedule 1 of Form 31-103F1 Calculation of Excess Working Capital
(calculating line 9 [market risk])**

For purposes of completing this form:

- (1) "Fair value" means the value of a security determined in accordance with Canadian GAAP applicable to publicly accountable enterprises.
- (2) For each security whose value is included in line 1, Current Assets, multiply the fair value of the security by the margin rate for that security set out below. Add up the resulting amounts for all of the securities you hold. The total is the "market risk" to be entered on line 9.

(a) Bonds, Debentures, Treasury Bills and Notes

- (i) Bonds, debentures, treasury bills and other securities of or guaranteed by the Government of Canada, of the United Kingdom, of the United States of America and of any other national foreign government (provided such foreign government securities are currently rated Aaa or AAA, or the short-term ratings equivalent of either of those ratings, by a designated rating organization or its DRO affiliate), maturing (or called for redemption):

| | |
|---------------------------|--|
| within 1 year: | 1% of fair value multiplied by the fraction determined by dividing the number of days to maturity by 365 |
| over 1 year to 3 years: | 1 % of fair value |
| over 3 years to 7 years: | 2% of fair value |
| over 7 years to 11 years: | 4% of fair value |
| over 11 years: | 4% of fair value |

- (ii) Bonds, debentures, treasury bills and other securities of or guaranteed by any jurisdiction of Canada and obligations of the International Bank for Reconstruction and Development, maturing (or called for redemption):

| | |
|---------------------------|--|
| within 1 year: | 2% of fair value multiplied by the fraction determined by dividing the number of days to maturity by 365 |
| over 1 year to 3 years: | 3 % of fair value |
| over 3 years to 7 years: | 4% of fair value |
| over 7 years to 11 years: | 5% of fair value |
| over 11 years: | 5% of fair value |

- (iii) Bonds, debentures or notes (not in default) of or guaranteed by any municipal corporation in Canada or the United Kingdom maturing:

| | |
|---------------------------|--|
| within 1 year: | 3% of fair value multiplied by the fraction determined by dividing the number of days to maturity by 365 |
| over 1 year to 3 years: | 5 % of fair value |
| over 3 years to 7 years: | 5% of fair value |
| over 7 years to 11 years: | 5% of fair value |
| over 11 years: | 5% of fair value |

- (iv) Other non-commercial bonds and debentures (not in default): 10% of fair value

- (v) Commercial and corporate bonds, debentures and notes (not in default) and non-negotiable and non-transferable trust company and mortgage loan company obligations registered in the registered firm's name maturing:

| | |
|---------------------------|-------------------|
| within 1 year: | 3% of fair value |
| over 1 year to 3 years: | 6 % of fair value |
| over 3 years to 7 years: | 7% of fair value |
| over 7 years to 11 years: | 10% of fair value |
| over 11 years: | 10% of fair value |

(b) Bank Paper

Deposit certificates, promissory notes or debentures issued by a Canadian chartered bank (and of Canadian chartered bank acceptances) maturing:

- within 1 year: 2% of fair value multiplied by the fraction determined by dividing the number of days to maturity by 365
- over 1 year: apply rates for commercial and corporate bonds, debentures and notes

(c) Acceptable foreign bank paper

Deposit certificates, promissory notes or debentures issued by a foreign bank, readily negotiable and transferable and maturing:

- within 1 year: 2% of fair value multiplied by the fraction determined by dividing the number of days to maturity by 365
- over 1 year: apply rates for commercial and corporate bonds, debentures and notes

“Acceptable Foreign Bank Paper” consists of deposit certificates or promissory notes issued by a bank other than a Canadian chartered bank with a net worth (i.e., capital plus reserves) of not less than \$200,000,000.

(d) Mutual Funds

Securities of mutual funds qualified by prospectus for sale in any jurisdiction of Canada:

- (i) 5% of the net asset value per security as determined in accordance with National Instrument 81-106 *Investment Fund Continuous Disclosure*, where the fund is a money market mutual fund as defined in National Instrument 81-102 *Investment Funds*; or
- (ii) the margin rate determined on the same basis as for listed stocks multiplied by the net asset value per security of the fund as determined in accordance with National Instrument 81-106 *Investment Fund Continuous Disclosure*.

Securities of mutual funds qualified by prospectus for sale in the United States of America: 5% of the net asset value per security if the fund is registered as an investment company under the *Investment Company Act of 1940*, as amended from time to time, and complies with Rule 2a-7 thereof.

(e) Stocks

In this paragraph, “securities” includes rights and warrants and does not include bonds and debentures.

- (i) On securities including investment fund securities, rights and warrants, listed on any exchange in Canada or the United States of America:

Long Positions – Margin Required

- Securities selling at \$2.00 or more – 50% of fair value
- Securities selling at \$1.75 to \$1.99 – 60% of fair value
- Securities selling at \$1.50 to \$1.74 – 80% of fair value
- Securities selling under \$1.50 – 100% of fair value

Short Positions – Credit Required

- Securities selling at \$2.00 or more – 150% of fair value
- Securities selling at \$1.50 to \$1.99 – \$3.00 per share
- Securities selling at \$0.25 to \$1.49 – 200% of fair value
- Securities selling at less than \$0.25 – fair value plus \$0.25 per share

- (ii) For positions in securities that are constituent securities on a major broadly-based index of one of the following exchanges, 50% of the fair value:

- (a) Australian Stock Exchange Limited
- (b) Bolsa de Madrid
- (c) Borsa Italiana

- (d) Copenhagen Stock Exchange
- (e) Euronext Amsterdam
- (f) Euronext Brussels
- (g) Euronext Paris S.A.
- (h) Frankfurt Stock Exchange
- (i) London Stock Exchange
- (j) New Zealand Exchange Limited
- (k) Stockholm Stock Exchange
- (l) SIX Swiss Exchange
- (m) The Stock Exchange of Hong Kong Limited
- (n) Tokyo Stock Exchange

(f) Mortgages

- (i) For a firm registered in any jurisdiction of Canada except Ontario:
 - (a) Insured mortgages (not in default): 6% of fair value
 - (b) Mortgages which are not insured (not in default): 12% of fair value
- (ii) For a firm registered in Ontario:
 - (a) Mortgages insured under the National Housing Act (Canada) (not in default): 6% of fair value
 - (b) Conventional first mortgages (not in default): 12% of fair value.

If you are registered in Ontario regardless of whether you are also registered in another jurisdiction of Canada, you will need to apply the margin rates set forth in (ii) above.

- (g) For all other securities** – 100% of fair value.