

**12-401 National Application System
Concept Proposal
[CSA Request For Comments]**

January 30, 1998

Introduction

In 1994, the Canadian Securities Administrators ("CSA"), recognizing the need to fulfill their legislative mandates in a more efficient manner, constituted the Task Force on Operational Efficiencies in the Administration of Securities Regulation. The mandate of the Task Force was to catalogue and prioritize operational efficiencies that would result in streamlining securities regulation throughout Canada. In June 1995, the Task Force issued its final report. One of the three major recommendations made by the Task Force was to encourage the CSA to extend the concept of a "designated jurisdiction" to all prospectus filings, mutual fund filings, dealer registration, continuous disclosure filings, applications for discretionary relief, investigations and hearings.

As a consequence of the above initiatives, coupled with increasing demands by industry participants for timely service and increasing pressures on the resources dedicated to securities regulation, the CSA considered it necessary to extend mutual reliance to a number of operational areas.

Mutual reliance means that, in exercising discretion under securities regulation, a decision maker in a particular jurisdiction is prepared to rely primarily on the analysis, review and recommendation of staff of another jurisdiction for certain filings made in more than one jurisdiction in Canada. A mutual reliance system involves no surrender of jurisdiction or discretion by any participating jurisdiction.

The National Application System Committee was established by the CSA to develop the National Application System for the treatment of applications for discretionary relief made in multiple jurisdictions (other than those applications provided for in other mutual reliance systems) using a mutual reliance concept. The CSA has adopted the final report of the Committee and has authorized publication of this Request for Comments as well as the use of the System on a test basis.

It is expected that the System (as described in the attached Concept Proposal) will form part of a single Memorandum of Understanding being developed for all mutual reliance systems.

Overview of the System

- an application will be drafted with reference to the legislative requirements of a single jurisdiction (the "Principal Jurisdiction"). The application together with applicable fees will be sent to the Principal Jurisdiction and other jurisdictions ("Participating Jurisdictions") where relief is required

- the Principal Jurisdiction will review the application and communicate with the applicant prior to making a determination
- the staff memorandum, recommendations and determination of the Principal Jurisdiction will be forwarded to all Participating Jurisdictions, which will determine whether to grant or deny discretionary relief consistent with the determination of the Principal Jurisdiction, or whether to opt out of the System for the purposes of that application
- once a determination has been made by all Participating Jurisdictions, the Principal Jurisdiction will issue a Decision Document evidencing the decision of the Principal Jurisdiction and all Participating Jurisdictions that have not opted out of the System

Details of the System

Attached to this Request for Comments is a Concept Proposal and a flowchart detailing the operation of the System.

Comments

Interested parties are invited to make written submissions with respect to the Request for Comments. Submissions received by June 1, 1998 will be considered.

In particular, submissions are encouraged with respect to the following features of the System (section references are from the Concept Proposal):

- the single application referencing the legislative requirements only of the Principal Jurisdiction (section 9.2)
- the time lines for the application process (sections 9.5, 9.6 & 9.7)
- the timing of an opt out by a Participating Jurisdiction (sections 9.7 & 9.8)
- the generic form of Decision Document (section 10)
- the imposition of standardized terms and conditions in a Decision Document

Submissions should be made to all of the Canadian Securities Administrators listed below in care of the Saskatchewan Securities Commission in duplicate, as indicated below:

British Columbia Securities Commission
Alberta Securities Commission
Commission des valeurs mobilières du Québec
Saskatchewan Securities Commission
Manitoba Securities Commission
Nova Scotia Securities Commission
Ontario Securities Commission

c/o Dean Murrison, Committee Chair
Saskatchewan Securities Commission
800, 1920 Broad Street
Regina, Saskatchewan S4P 3V7

Telephone: 306-787-5879
Fax: 306-787-5899
e-mail: dean.murrison.ssc@govmail.gov.sk.ca

Submissions should also be addressed to the Commission des valeurs mobilières du Québec as follows:

Claude St Pierre
Secretary
Commission des valeurs mobilières du Québec
Tour de la Bourse
C.P. 246, 17th Floor
Montréal, Québec H4Z 1G3

A diskette containing the submission (in DOS or Windows format, preferably WordPerfect) should also be submitted to the Chair of the Committee.

Comment letters submitted in response to requests for comments are placed on the public file in certain jurisdictions and form part of the public record, unless confidentiality is requested. Comment letters will be circulated amongst the securities regulatory authorities, whether or not confidentiality is requested. Although comment letters requesting confidentiality will not be placed on the public file, freedom of information legislation in certain jurisdictions may require the securities regulatory authorities in those jurisdictions to make comment letters available. Persons submitting comment letters should therefore be aware that the press and members of the public may be able to obtain access to any comment letters.

Questions and/or requests to participate in the testing of the System may be referred to the Chair and/or any of the following members of the Committee:

Margaret Sheehy or Simon Millner
British Columbia Securities Commission
865 Hornby Street, 2nd Floor
Vancouver, British Columbia V6Z 2H4
Telephone: (604) 899-6650 / (604) 899-6642
Fax: (604) 899-6700
e-mail: msheehy@bcsc.bc.ca
smillner@bcsc.bc.ca

Marsha Manolescu
Alberta Securities Commission
19th Floor, 10025 Jasper Avenue
Edmonton Alberta T5J 3Z5
Telephone: (403) 422-1914
Fax: (403) 422-0777
e-mail: Marsha.Manolescu@gov.ab.ca

Douglas Brown
Manitoba Securities Commission
1130 - 405 Broadway
Winnipeg, Manitoba R3C 3L6
Telephone: (204) 945-0605
Fax: (204) 945-0330
e-mail: dbrown@cca.gov.mb.ca

Margo Paul
Ontario Securities Commission
20 Queen Street West, Suite 800 Box 55
Toronto, Ontario M5H 3S8
Telephone: (416) 593-8136
Fax: (416) 593-8244
e-mail: mpaul@osc.gov.on.ca

Sylvie Lalonde
Commission des valeurs mobilières du Québec
Tour de la Bourse
C.P. 246, 17th Floor
Montréal, Québec H4Z 1G3
Telephone: (514) 873-5009 ext.328
Fax: (514) 873-3090
e-mail: sylvie.lalonde@cvmq.gouv.qc.ca

Shirley Lee
Nova Scotia Securities Commission
1690 Hollis Street
P.O. Box 458
Halifax, Nova Scotia B3J 3J9
Telephone: (902) 424-5441
Fax: (902) 424-4625
e-mail: leesp@gov.ns.ca

January 30, 1998

CONCEPT PROPOSAL
FOR A NATIONAL APPLICATION SYSTEM

1. PURPOSE

The investor protection provisions of Canadian securities legislation are substantially similar. Applications are often made in several jurisdictions under provisions of Canadian securities legislation that are the same or substantially similar. In most cases, Canadian securities regulatory authorities grant substantially similar Exemptive Relief for a particular application. Canadian securities regulatory authorities recognize the need to streamline the application process for the Applicant by facilitating a single filing, review and decision process that will reduce costs for both the Applicant and the regulator through more effective use of resources.

Canadian securities regulatory authorities have agreed to create a national system for the review of applications for Exemptive Relief made in multiple jurisdictions and have developed this concept proposal with respect to the procedure to be followed by Participating Jurisdictions.

Under the National Application System, an Applicant will

- file a single Application with all Participating Jurisdictions where Exemptive Relief is required
- deal only with the Principal Jurisdiction
- receive one Decision Document from the Principal Jurisdiction

The Participating Jurisdictions will work to simplify and reduce unnecessary duplication in their review and decision-making processes through mutual reliance on each other's review and recommendations.

2. INTERPRETATION

(1) Definitions - In this concept proposal

"Applicant" means a person or company making an application for Exemptive Relief under the National Application System;

"Application Materials" means the application to the Principal Jurisdiction, supporting materials and draft Decision Document to be filed with all Participating Jurisdictions to whom an application is being made;

"Decision Document" means a document issued under the National Application System by the Principal Jurisdiction evidencing a decision by each Participating Jurisdiction with whom an application was filed other than those that have opted out of the National Application System for that application;

"Exemptive Relief" means any relief sought under Canadian securities legislation, including declarations, determinations, exemption orders and rulings, extensions, permissions, recognitions, revocations and waivers;

"Facsimile" means a facsimile or other form of electronic transmission;

"National Application System" means the national system for review of applications for Exemptive Relief and the procedures provided for in this concept proposal;

"Participating Jurisdiction" means a securities regulatory authority or regulator, as the context requires, of a province or territory that has agreed to participate in the National Application System;

"Principal Determination Documents" means the Principal Jurisdiction's staff memo, recommendations and determination or reasons for denial that are circulated to each Participating Jurisdiction with whom an application has been filed under the National Application System;

"Principal Jurisdiction" means the securities regulatory authority or regulator, as the context requires, of the province or territory selected by an Applicant in accordance with the guidelines set out in 8; and

"Prospectus Review System" means any system for the review of prospectuses by a selected principal or designated jurisdiction adopted by Canadian securities regulatory authorities.

(2) Interpretation

Terms used and not defined in this concept proposal that are defined or interpreted in a definition instrument in force in a jurisdiction should be read in accordance with that definition instrument, unless the context otherwise requires.

3. RETENTION OF DISCRETION

Each of the Participating Jurisdictions retains the statutory discretion to review and grant or deny Exemptive Relief for a particular application.

4. SCOPE

This concept proposal sets out the procedures proposed by the CSA to govern the implementation and operation of the National Application System.

5. CONSULTATION

The CSA National Application System Committee will meet at least semi-annually to

- discuss consistency of review of applications

- recommend changes or amendments to and otherwise monitor the National Application System
- identify and communicate common deficiencies in Application Materials
- identify areas of potential rule/blanket relief for consideration by the CSA

and will report to the CSA Chairs on an annual basis.

6. STAFF DEVELOPMENT AND TRAINING

In order to achieve and maintain consistency in the review and decision drafting process, a national training seminar will be held on an annual basis for staff of Participating Jurisdictions. This will provide an opportunity for staff of each Participating Jurisdiction to acquire new skills, standardize review processes and develop new approaches to common problems.

7. ELIGIBILITY

An Applicant is eligible to elect to use the National Application System for any application for Exemptive Relief made in multiple jurisdictions, with the exception of those applications for which the granting of Exemptive Relief can be evidenced by a document issued under another system adopted by Canadian securities regulatory authorities. Appendix A sets out in tabular form the sections of Canadian securities legislation and fees for the most common types of applications made in each province or territory that could be made under the National Application System. Applicants should be aware that these fees may change from time to time and although Appendix A will be updated periodically, the onus is on the Applicant to determine the current fee in each jurisdiction where an application will be filed.

8. SELECTING A PRINCIPAL JURISDICTION

An Applicant is responsible for selecting a Principal Jurisdiction (from those Participating Jurisdictions to whom an application will be made who have agreed to act as Principal Jurisdiction) in accordance with the following guidelines when electing to use the National Application System for a particular application:

- (i) where the Applicant is eligible to use a Prospectus Review System, the Applicant should select the jurisdiction assigned or selected as its principal or designated jurisdiction under that Prospectus Review System;
- (ii) where the Applicant is a Canadian issuer not eligible to use a Prospectus Review System, the Applicant should select the jurisdiction where the Applicant's head office is located;
- (iii) where the Applicant does not require Exemptive Relief in the jurisdiction referred to in (i) or (ii), the Applicant should select the jurisdiction with which the Applicant has the next most significant connection; or

- (iv) where the Applicant has no significant connection to any Canadian jurisdiction, the Applicant may select any Participating Jurisdiction to act as the Principal Jurisdiction.

A Participating Jurisdiction may decline to act as the Principal Jurisdiction where the Applicant's selection is not in accordance with these guidelines.

9. PROCEDURE

9.1 Pre-filing Discussions

If an Applicant is concerned that an application has particularly complex or novel features or raises public policy issues, the Applicant may discuss the application on a pre-filing basis with the Principal Jurisdiction. Pre-filing discussions with staff of other Participating Jurisdictions will be discouraged.

The Principal Jurisdiction will advise all other Participating Jurisdictions of substantive issues resulting from these discussions by circulating a memo by Facsimile to the designated contact person in each Participating Jurisdiction.

Participating Jurisdictions wishing to be notified of pre-filing discussions and their designated contact are identified in Appendix B.

9.2 Applications for Exemptive Relief

An Applicant wishing to use the National Application System is responsible for

- selecting a Principal Jurisdiction in accordance with the criteria set out in 8
- identifying the Participating Jurisdictions from whom Exemptive Relief is sought
- filing the Application Materials and the application fee with the Principal Jurisdiction and concurrently filing a copy of the Application Materials and appropriate application fee with each of the other Participating Jurisdictions from whom Exemptive Relief is sought (this procedure will remain in place until the electronic filing of all applications through SEDAR is mandated)
- identifying in the Application Materials any additional Exemptive Relief relating to the application sought from any other Participating Jurisdiction
- notifying by Facsimile all Participating Jurisdictions with whom an application has been filed if the application is withdrawn at any time during the process

9.3 Application Fees

Each Participating Jurisdiction will be responsible for collecting its own application fees.

9.4 Acknowledgment of Receipt

The Principal Jurisdiction will provide by Facsimile an acknowledgment of receipt of the application to the Applicant and all Participating Jurisdictions with whom the application has been filed.

9.5 Review

The Principal Jurisdiction is responsible for reviewing any application filed under the National Application System in accordance with its usual review procedures, analysis and precedents together with the benefit of comments, if any, from Participating Jurisdictions. The Applicant will deal only with the Principal Jurisdiction, who will be responsible for issuing comments to and receiving responses from the Applicant.

The Participating Jurisdictions will have ten business days from receipt of the acknowledgment referred to in 9.4 from the Principal Jurisdiction to review the application and to forward to the Principal Jurisdiction comments on substantive issues. In most cases, this will be limited to specific policy concerns with the application, its surrounding circumstances or the nature of the Exemptive Relief sought.

The Principal Jurisdiction is not obligated to communicate comments received from the Participating Jurisdictions to the Applicant.

Where the Principal Jurisdiction considers it appropriate, the Principal Jurisdiction can abridge the ten business day period by notifying the contact person in each Participating Jurisdiction listed in Appendix B by Facsimile.

Following the expiration of the ten business day period, or such shorter period of time agreed to, for Participating Jurisdictions to comment on the application, staff of the Principal Jurisdiction will

- complete their review of the application
- prepare a staff memo that provides an analysis of the application and the Exemptive Relief sought as well as identifying any substantive issues raised by Participating Jurisdictions and the view of staff of the Principal Jurisdiction on such issues
- make recommendations to grant or deny the Exemptive Relief sought by the Applicant and concurrently notify each Participating Jurisdiction by Facsimile whether their recommendation is to grant or deny the Exemptive Relief sought
- where there is a recommendation to grant the Exemptive Relief sought, prepare a draft form of decision following the format of the form of decision attached as Appendix C

If at any time during the review process staff of the Principal Jurisdiction determine that an application has been abandoned by an Applicant, staff of the Principal Jurisdiction will promptly notify by Facsimile all other Participating Jurisdictions with whom an application has been filed.

9.6 Decision of Principal Jurisdiction

Upon completion of the review process and after considering the recommendations of its staff, the Principal Jurisdiction will determine whether to grant or deny the Exemptive Relief sought.

Where the Principal Jurisdiction makes a determination to grant the Exemptive Relief sought, staff of the Principal Jurisdiction will promptly circulate by Facsimile the Principal Determination Documents to the Participating Jurisdictions with whom the application was filed.

The Principal Jurisdiction will not communicate its determination to the Applicant until after the opting out period described in 9.7 has elapsed unless all Participating Jurisdictions have made their determinations prior to the expiry of the opting out period, in which case the Principal Jurisdiction may communicate its determination to the Applicant as soon as it receives all of the confirmations described in 9.7.

Where an Applicant has a right to a hearing as a result of a potential denial of the Exemptive Relief sought, the staff of the Principal Jurisdiction will promptly notify by Facsimile the Participating Jurisdictions with whom the application was filed that the Applicant has requested a hearing and circulate their staff memo and recommendations.

The Principal Jurisdiction will hold a hearing. Other Participating Jurisdictions with whom the application was filed may make whatever arrangements they deem appropriate, including a hearing held contemporaneously with the hearing in the Principal Jurisdiction.

After the hearing, staff of the Principal Jurisdiction will promptly circulate by Facsimile the Principal Determination Documents to the Participating Jurisdictions with whom the application was filed.

9.7 Decision of Participating Jurisdictions

Each Participating Jurisdiction, other than a Participating Jurisdiction that has held a hearing and made a determination, will have seven business days from receipt of the Principal Determination Documents to confirm to the Principal Jurisdiction by Facsimile whether it has made the same determination as the Principal Jurisdiction or is opting out of the National Application System for that application. Each Participating Jurisdiction may document for its own purposes the determination made on each application in its jurisdiction in accordance with its own procedures.

After the opting out period described above has elapsed, the Principal Jurisdiction will issue a Decision Document evidencing that a decision to grant or deny the Exemptive Relief sought has been issued by all Participating Jurisdictions with whom the application was filed other than those that have opted out of the National Application System for that application.

Where the Decision Document evidences a denial of the Exemptive Relief sought, reasons for the denial will be provided in the Decision Document.

9.8 Opting Out of the National Application System

A Participating Jurisdiction electing to opt out of the National Application System on any particular application within the opting out period described in 9.7 will promptly notify the Applicant, the Principal Jurisdiction and all other Participating Jurisdictions by Facsimile and briefly indicate reasons for opting out.

In opting out of the National Application System for a particular application, a Participating Jurisdiction is not making a determination on the merits of the application.

An Applicant is entitled to deal directly with a Participating Jurisdiction that has opted out of the National Application System to resolve outstanding issues and obtain a determination in respect of that particular application. In the event that the Applicant and Participating Jurisdiction are able to resolve all outstanding issues, the Participating Jurisdiction may opt back into the National Application System for that application by notifying the Principal Jurisdiction and all other Participating Jurisdictions by Facsimile within the opting out period described in 9.7.

9.9 Effect of Silence

Silence on the part of a Participating Jurisdiction at the end of the opting out period described in 9.7 will mean that the Participating Jurisdiction will have opted out of the National Application System for that particular application.

10. FORM OF NATIONAL DECISION

The Decision Document will consist of a generic form of decision applicable in all Participating Jurisdictions prepared in a format substantially similar to the form of decision attached as Appendix C. This will not preclude the issuance of a less formal Decision Document where it is the current practice. Where the decision is a denial of the relief sought, the Decision Document will set out reasons for the decision.

The determinations of each Participating Jurisdiction as evidenced by a Decision Document will have the same effective date in all Participating Jurisdictions, which will be no earlier than the date on which the opting out period described in 9.7 elapses unless all of the Participating Jurisdictions make their determinations prior to the opting out period. Where that is the case, the effective date of the Decision Document will be the date on which the Principal Jurisdiction has received all of the confirmations described in 9.7.

The Principal Jurisdiction will promptly send by Facsimile the Decision Document to the Applicant and each Participating Jurisdiction with whom the application was filed.

APPENDIX "A"

TABLE OF CONCORDANCE AND FEES

The following table indicates the reference to appropriate sections of the Canadian securities legislation, regulations or rules for the most common exemption applications made to each province or territory.

1 No application or fee is required in Alberta or British Columbia where disclosure is in a preliminary or final prospectus. No application or fee is required in Saskatchewan where disclosure is in a preliminary or final prospectus or certain other documents (see Saskatchewan Staff Notice 4.1). No fee is required in Nova Scotia where disclosure is in a preliminary or final prospectus.

APPLICATION	BC	AB	SK	MB	ON	QC	NB	NS	PEI	NF	NWT	YK
Exchange Listing Representation 1	50(1)(c) Act \$750	70(3) Act \$150	44(3) Act \$250	69(3) Act no fee	38(3) Act no fee	199(4) Act no fee	N/A	44(3) Act \$350	N/A	39(3) Act no fee	N/A	N/A
Lapse Date Extension	124 Rules \$750	97(8) Act \$150	71(6) Act \$250	56 Act LPS 3-01 (XII) no fee	62(5) Act \$500	34, 35 Act no fee	17(8) Act \$500	67(5) Act \$350	8.9(5) Act \$100	63(5) Act \$350	N/A	N/A
Exempt Purchaser Recognition	45/74 \$2000	107(c) Act \$500	39(1)(d) & 81(1)(c) Act \$350	19(1)(c) Act \$200	35(1)(4) Act \$500	44(12) Act & Q- 13 no fee	N/A	41(1)(d) / 77(1)(c) Act \$250	N/A	36(1)(d) Act \$350	N/A	Registrar order - 01/03/80
Exemption from prospectus and/or registration requirements	48/76 \$750	116(1) Act \$500	83 Act \$400	20(1) Act \$650	74(1)-S25 Act \$1,000 74(1)-S53 Act \$1,000 + .02% of proceeds	263 Act \$500	4(9) Act & 13 Gen Reg \$500	79(1) Act \$450	14 Act \$200	75 Act \$350	prospectus exemption only 27(2)(b) Act - \$200	22(1) Act and O/C 1980/273 \$10

WITHDRAWN PER CSA NOTICE 11-313

Deemed to be a Reporting Issuer	1(1) \$750	117(1) Act \$300	83 Act \$400	83(1) Act \$400	N/A	68.1 Act \$250	N/A	80(2) Act \$350	N/A	N/A	N/A	N/A
Financial Reporting Requirements	91 Act \$750	123(c) Act \$300	89 Act \$250	131(1), (2), (3) Act \$25	80 Act \$500 unless inactive	75 to 79, 263 Act \$500	N/A	86 Act \$350	N/A	81 Act \$350	N/A	N/A
Cease To Be A Reporting Issuer	88 Act \$750	125 Act \$300	92 Act \$100	N/A	83 Act no fee	69 Act \$100 69.1 Act - no fee	N/A	89 Act \$350	N/A	84 Act \$350	N/A	N/A
Take-over Bid/Issuer Bid Requirements	114 Act \$750	144(2) (a), (b), (c) Act \$500	113 Act \$400	95(2) Act \$550	104(2) & 183 Regs. \$1,000 others \$500	145 Act & 183 Regs. \$1000 others \$500	N/A	110 Act \$350	N/A	105 Act \$350	N/A	N/A
Restrictions on Mutual Fund Loans and Investments Relief	123 Act \$750	154 Act \$300	122 Act \$250	N/A	113 Act \$500	236 Regs. & 277- 293 Regs. \$500	N/A	121 Act \$350	N/A	114 Act \$350	N/A	N/A
Restrictions on Mutual Fund Investment Fees to Related Parties	130 Act \$750	156(2) Act \$300	124(2) Act \$250	N/A	115 Act \$500	N/A	N/A	123(2) Act \$350	N/A	116 Act \$350	N/A	N/A
Mutual Fund Management Reports	130 Act \$750	158(2) Act \$300	126(2) Act \$250	N/A	117 Act \$500	N/A	N/A	125(2) Act \$350	N/A	118 Act \$350	N/A	N/A
Information Circular Exemption	119 Act \$750	184(2) Act \$300	89 Act \$250	N/A	88(2) Act \$500	N/A	N/A	94 Act \$350	N/A	89(1) Act \$350	N/A	N/A
Insider Trading Reporting Requirements	91 Act \$750	184(2) Act \$300	130(2) Act \$250	116(1)(b) Act \$25	121(2) Act \$500	89, 96, 97 Act & 175 Regs. \$500	N/A	128 Act \$350	N/A	121 Act \$350	N/A	N/A

Proxy Requirements	119 Act \$750	184(2) Act \$300	97(2) Act \$250	103 (2), (3) Act \$25	88(2) Act \$500	82, 82.1 Act \$500	N/A	94 Act \$350	N/A	89(2) Act \$350	N/A	N/A
General Exemption	N/A	185 Act \$300	160 Act \$250	N/A	147 Act \$500	263 Act \$500	N/A	151A Act \$350	N/A	N/A	N/A	22(1) Act & O/C 1980/273 \$10
Revoke or Vary Decisions	171 Act \$750	186(1) Act \$300	158(1) Act \$100	148 Act no fee	144 Act \$500	321 Act no fee	N/A	151 Act \$350	31 Act \$100	144 Act \$350	N/A	32 Act or O/C 1980/273
Confidentiality	169 Act \$750	192(5) Act \$300	152(3) Act \$250	LP 3.16 no fee	no fee	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Financial Statement Preparation Exemption	3(8) Rules \$750	144(4)(b) Rules	89 Act \$250	131 Act \$25	80 Act \$500 unless	263 Act \$500	N/A	8(4) Rules \$350	N/A	81 Act \$350	N/A	N/A
		\$300			inactive							
Valuation Waivers on Take- Over and Issuer Bids	162 Rules \$750	171(2) Rules \$150	146 Regs. \$250	94(2) Reg. no fee	182 Regs. \$1,000		N/A	182(2), (6) Rules \$350	N/A	156(7) Regs. \$350	N/A	N/A
Conflicts of Interest	123 Act \$750	4 ASC Pol 7.1	N/A	103, 116 Act \$25	223 & 224 Regs. \$1,000	230.2 - 237.3 Regs. \$500	N/A	N/A	N/A	184 Regs. \$350	N/A	N/A

APPENDIX B

National Application System Contact Persons

Jurisdiction	Contact Person	Phone Number	Fax Number
Alberta	Marsha Manolescu	(403)422-1914	(403)422-0777
British Columbia	Director/Senior Analyst Exemptions and Orders	(604)899-6648	(604)899-6700
Manitoba	Douglas Brown	(204)945-0605	(204)945-0330
New Brunswick	Donne Smith	(506)658-3060	(506)658-3059
Newfoundland	Securities Analyst	(709)729-4701	(709)729-6187
Northwest Territories	Gary MacDougall	(867)873-7490	(867)873-0243
Nova Scotia	Shirley Lee	(902)424-5441	(902)424-4625
Ontario	Manager, Filings Team #1 Manager, Filings Team #2	(416)593-8245 (416)593-8149	(416)593-8244 (416)593-8240
Prince Edward Island	Ruth M. DeMone Dep Registrar of Securities	(902)368-4552	(902)368-5283
Quebec	Johanne Duchesne	(514)873-5009 ext 257	(514)873-6155
Saskatchewan	Dean Murrison	(306)787-5879	(306)787-5899
Yukon	M. Richard Roberts	(867)667-5225	(867)393-6251

Appendix C

(Letterhead of Principal Jurisdiction)

IN THE MATTER OF
THE CANADIAN SECURITIES LEGISLATION
OF (list by name those Participating Jurisdictions to whom the application was made that have
not opted out of system for this Application)

AND

IN THE MATTER OF
THE NATIONAL APPLICATION SYSTEM

AND

IN THE MATTER OF _____ (Name(s) of parties)

DECISION DOCUMENT

WHEREAS an application has been received by _____ (list by name those Participating Jurisdictions to whom the application was made that have not opted out of system for this application) (the "Commissions") from _____ (Name(s) of applicants and relevant parties) ("Definitions as required") for a decision pursuant to the Canadian securities legislation of _____ (Names of jurisdictions of Participating Jurisdictions where application was made that have not opted out of the system for this application) (the "Legislation") that the requirement to _____ (Describe in words - do not use statutory references) contained in the Legislation shall not apply to _____ (State who and if necessary or where a transaction is involved briefly describe the transaction in question - do not break down into parts - do not use statutory references - define as the "Transaction");

AND WHEREAS pursuant to the National Application System (the "NAS"), the _____ (Name of the Participating Jurisdiction that is Principal Jurisdiction for this application) is the Principal Jurisdiction for this application;

AND WHEREAS it has been represented by _____ to the Commissions that:

(Insert numbered representations disclosing all facts relevant to the granting of the relief. Do not use statutory references or refer to facts that are specific to any one jurisdiction.)

AND WHEREAS pursuant to the NAS this Decision Document evidences the decision of the Commissions;

AND WHEREAS the Commissions are of the opinion that it would not be prejudicial to the public interest to grant this decision;

IT IS HEREBY DECIDED by the Commissions pursuant to the Legislation that the requirement to _____ (Describe in words - do not use statutory references) contained in the Legislation shall not apply to _____ (State who using the appropriate definition or if applicable use the definition "Transaction") provided that:

(Insert numbered terms and conditions. These should be generic and without statutory references for all Participating Jurisdictions with whom this application was made that have not opted out of the system for this application.)

DATED at _____, _____ on _____, 199____.

_____ (Name)

_____ (Title)



