

PROPOSED Form 33-109F6 - Application for registration as a dealer, adviser or investment fund manager for securities and/or derivatives [paper version]

Complete this form to apply for the firm's initial registration in any province or territory of Canada. If you are unable to answer the question fully on the form, attach additional details as a schedule using a separate sheet of paper, clearly identifying the relevant section and item.

Please complete and sign the form, and send it to the appropriate Canadian securities regulator(s) in each Canadian jurisdiction where the firm is applying for registration. Make sure to include the required attachments, including all schedules, and have them initialed and dated by a senior officer of the applicant firm.

A. Contact information

1. Legal name of the applicant firm

2. Other than the legal name of the applicant firm provided in Item A.1, please list the names the applicant firm will be "carrying on business as" and any trade names the applicant firm operates under.

Please provide effective date of trade names and the end date if applicable.

3. List all the previous names ever used by the applicant firm, and all previous names used by any of its affiliates or predecessors within the last 10 years

4. Address

Head office address

Telephone number (land line)

Fax number

E-mail address

Website (If not applicable to your firm, indicate N/A)

Mailing address (if different from head office address)

If the head office is not in Canada, does the applicant firm have a place of business in Canada?

Yes No

If yes, provide the mailing address.

5. Key contact person for the applicant firm (This is the primary person with whom the regulators will address all matters relating to the application and ongoing requirements. This person may be external legal counsel to the applicant firm.)

Name Telephone number

Firm Name (if not applicant firm name)

Title E-mail address

6. Address for service in home jurisdiction

If address for service is the same address as the head office address, check this box

7. Who is responsible for the applicant firm's compliance in the Canadian jurisdiction(s) where the firm is applying for registration (e.g. Ultimate Designated Person and Chief Compliance Officer)? If it is the same person as indicated in question 5, state this.

| | |
|-------------------|------------------------|
| Name of UDP: | NRD #: |
| Title: | E-mail address: |
| Telephone number: | Province or territory: |

| | |
|-------------------|------------------------|
| Name of CCO: | NRD #: |
| Title: | E-mail address: |
| Telephone number: | Province or territory: |

8. Who is the Chief Authorized Firm Representative for the National Registration Database (NRD)?

| | |
|-------------------|------------------------|
| Name of CAFR: | NRD # if applicable: |
| Title: | E-mail address: |
| Telephone number: | Province or territory: |

B. Jurisdictions where firm is applying

Corporate Registration Number or
Québec Enterprise Number (NEQ)

| | | |
|-------------------------|--------------------------|-------|
| Alberta | <input type="checkbox"/> | _____ |
| British Columbia | <input type="checkbox"/> | _____ |
| Manitoba | <input type="checkbox"/> | _____ |
| New Brunswick | <input type="checkbox"/> | _____ |
| Newfoundland & Labrador | <input type="checkbox"/> | _____ |
| Northwest Territories | <input type="checkbox"/> | _____ |
| Nova Scotia | <input type="checkbox"/> | _____ |
| Nunavut | <input type="checkbox"/> | _____ |
| Ontario | <input type="checkbox"/> | _____ |
| Prince Edward Island | <input type="checkbox"/> | _____ |
| Quebec | <input type="checkbox"/> | _____ |
| Saskatchewan | <input type="checkbox"/> | _____ |
| Yukon | <input type="checkbox"/> | _____ |

C. Categories of registration

What type of registration is the firm applying for? (Check all that apply.)

In all jurisdictions or in some jurisdictions where the firm is applying for registration

(identify the jurisdictions)

| | | |
|--------------------------------|--------------------------|-------|
| Investment dealer | <input type="checkbox"/> | _____ |
| Mutual fund dealer | <input type="checkbox"/> | _____ |
| Scholarship plan dealer | <input type="checkbox"/> | _____ |
| Exempt market dealer | <input type="checkbox"/> | _____ |
| Restricted dealer | <input type="checkbox"/> | _____ |

Investment fund manager _____

Portfolio manager _____

Restricted portfolio manager _____

D. Business structure and history

1. Type of legal structure (e.g. corporation, partnership, sole proprietor)
2. In which state/province and country are the majority of the senior officers located?
3. Provide a brief history of the applicant firm and any affiliates, i.e. nature of the applicant firm's business and how long it has been in business.
4. Has the applicant firm amalgamated with, merged, made arrangements with, or reorganized, within the last 10 years?

Yes No

If yes, provide names of entities, relevant dates, and type of transaction.

5. List all beneficial owners of the applicant firm that own, directly or indirectly, or exercise control or direction over, 10 per cent or more of the voting securities of the firm.

| Name | Date of birth (if applicable) | Title (if applicable) | E-mail address | Security ownership (class, type, amount and voting percentage) |
|------|-------------------------------|-----------------------|----------------|--|
| | | | | |
| | | | | |
| | | | | |

6. List all of the principals (i.e. officers, directors, senior management, and permitted individuals as defined in NI -33-109) of the applicant firm. (If they are the same as above, state this.)

| Name | Title | E-mail address | NRD # |
|------|-------|----------------|-------|
| | | | |
| | | | |
| | | | |

Please attach the following documents:

7. A business plan for the next five years that includes:

- the nature of services, including types of securities and/or derivatives to be distributed or discretionary or non-discretionary advice provided

In this form, “derivatives” means financial instruments, such as futures contracts, 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.

- relating to the financial services to be provided, please provide details of relationships and any arrangements and/or contracts with other persons and/or companies
- proposed or existing investment models for your portfolios, sectors and types of securities in models, research to be conducted, etc.
- products the applicant firm intends to develop, manage or administer and how they will be distributed
- the applicant firm’s intentions about providing any financial services, such as lending or margining
- target client market (e.g. accredited investors, retail clients, types of institutions, etc.)
- how assets of clients will be held
- identify names of third parties holding assets
- fees charged to clients (e.g. commissions, percentage of profits, transaction fees, pre-paid fees)
- details of outsourcing arrangements, such as names of entities involved, dates of agreements, and relationship with those entities
- list of products that will be sold under an exemption and which exemptions the applicant firm intends to rely on
- number of representatives and branches anticipated
- plans for non-securities business activities requiring a license
- plans for non-securities business that is not subject to licensing or registration

8 Organization chart showing the applicant firm’s reporting structure. This must include directors, senior officers/partners, ultimate designated person and chief compliance officer.

9. Ownership chart showing all controlling and beneficial owners and affiliates.

10. Copy of the articles of incorporation or any other constating document. If the applicant firm is a partnership or sole proprietor, provide a copy of the partnership agreement or registration of trade name.

E. Capital requirements

1. If the applicant firm is less than five years old, where did the applicant firm's start-up capital come from and what was the amount?

2. For assets of the applicant firm held by a financial institution, provide the following:

| Name and address of financial institution | Description of asset | Amounts (\$) |
|---|----------------------|--------------|
| | | |
| | | |
| | | |

3(A). Are any people acting as guarantor for the applicant firm?

Yes No

If yes and the guarantor has an NRD number, please provide this number _____

If yes, provide the names, address, telephone number and email address of the guarantor(s).

If yes, disclose any influence the guarantor(s) may have over the applicant firm and any potential for conflict of interest the firm may have with the individual(s) acting as guarantor(s), and describe how the applicant firm will minimize the potential for conflict of interest.

3(B). Is the applicant firm acting as a guarantor? If so, please provide details.

4. Does the applicant firm currently have any executed subordination agreements in relation to any loans from an associate owing by the firm?

Yes No

If yes, provide a copy of each agreement.

Please attach the following documents:

- Calculation of excess working capital form (for non SRO members use Form 31-103F1; for SRO members use the appropriate capital calculation form required to be filed by the SRO).
- Audited financial statements prepared within the last 90 days (Note: we will accept an opening balance sheet if the applicant firm is a start-up company).

F. Financial information

1. Fiscal year end (MM/DD)

(If the applicant firm does not have a definite date for its year end, state this and provide details)

2. Firm's auditor

3. Insurance (for securities-related activities in all jurisdictions)

| Name of insurer | Specific insuring agreements | Policy # |
|-----------------------|------------------------------|--------------|
| Amount of coverage \$ | Amount of the deductible \$ | Renewal date |

List jurisdictions where insurance is held

If the applicant firm has made an application to exempt it from insurance coverage that is not in the form of a Financial Institution Bond, provide details demonstrating that the insurance coverage is equivalent to this bond and that it has more appropriate coverage.

Does the applicant firm's insurance cover all jurisdictions where it is applying for registration?

Yes No N/A

If No or N/A, explain why_____

4. Has the applicant firm or any of its affiliates ever been declared bankrupt or made an assignment in bankruptcy?

Yes No

If yes, provide details about how and when it happened, whether it was voluntary or involuntary, and the jurisdiction.

5. Has the applicant firm or any of its affiliates ever appointed a receiver or receiver manager, or had one appointed?

Yes No

If yes, provide details, the date and the jurisdiction.

6. In the last ten years, has the applicant firm ever,

| | | | | |
|-------------------------|-----|--------------------------|----|--------------------------|
| been denied bonding? | Yes | <input type="checkbox"/> | No | <input type="checkbox"/> |
| made a claim on a bond? | Yes | <input type="checkbox"/> | No | <input type="checkbox"/> |
| had a bond revoked? | Yes | <input type="checkbox"/> | No | <input type="checkbox"/> |

If yes, provide details of the bond, the date and the jurisdiction and the reasons for the denial, claim or revocation.

7. Has the applicant firm made any claims to its insurance company during the last ten years for any securities-related activity?

Yes No

If yes, provide amount of the claim, the date and the jurisdiction.

Please attach the following documents:

- Letter of direction authorizing the auditor to conduct any audit of the applicant firm that the regulator may request at any time while the firm is registered. The letter must state that applicant firm will pay for the costs of the audit and will provide the regulator with a copy of the report if requested.
- Directors' resolution on sufficiency of insurance for the securities-related activities.

G. Operations

1. Does the applicant firm have any conflicts of interest related to securities or financial dealings of clients? For example, relationships with other registrants, referral arrangements with other registrants, or any affiliates registered in the same category for which the applicant is seeking registration.

Yes No

If yes, provide details.

2. Does the applicant firm take possession or intend to take possession of client funds and/or securities?

Yes No

If yes, provide name and address for each bank where the trust accounts are held.

Please attach the following documents:

- Policies and procedures manual
- Account opening documentation including the firm's Know Your Client form
- Written policy on fairness in allocation of investment opportunities (advisers only)
- Copy of the applicant firm's letterhead and a sample business card
- Proposed marketing material to be distributed by the firm
- Copy of the firm's standard employment/agent agreement between registered individuals and the firm specifically identifying the compensation arrangement
- Where applicable, client-related documents, such as financial plans, investment policy statement and investment management agreements

H. Registration, licensing and memberships (financial services-related)

1. Is the applicant firm or any of its affiliates currently registered or have they ever been registered in any province, territory, state or country to deal or advise in securities or derivatives?

Yes No

If yes, list the jurisdiction(s), categories of registration, date registered and expiry date of registration, if applicable.

2. Is the applicant firm a member of a securities and/or commodities exchange, a self-regulatory organization (SRO) or similar organization in any province, territory, state or country?

Yes No

If yes, list the organization(s) and jurisdiction(s).

If no, has the applicant firm applied for registration or membership with a securities and/or commodities exchange, an SRO or similar organization?

Yes No

If yes, list the organization(s) and jurisdiction(s).

3. Is the applicant firm or any of its affiliates currently registered or have they ever been registered in any province, territory, state or country under legislation that requires licensing or registration to sell or advise in financial products other than securities (e.g. mortgage broker, financial planning, life insurance, derivatives, etc.)?

Yes No

If yes, list the type of license or registration, jurisdiction, date registered and expiry date of registration, if applicable.

4. Does the firm currently have clients in the jurisdiction where the firm is applying for registration?

Yes No

If yes, please provide details.

5. Has the applicant firm or any of its affiliates or predecessors ever entered into a settlement agreement with any financial services regulator or with any organizations referred to in question 2 above?

Yes No

If yes, please provide details.

6. Has any financial services regulator or any of the organizations referred to in question 2 ever:

| | Yes | No |
|---|--------------------------|--------------------------|
| a. Determined that the applicant firm or any of its affiliates or predecessors made a false statement or omission? | <input type="checkbox"/> | <input type="checkbox"/> |
| b. Determined that the applicant firm or any of its affiliates or predecessors violated regulations or laws of any province, territory, state or country, or violated the rules of an SRO or commodities exchange? | <input type="checkbox"/> | <input type="checkbox"/> |
| c. Determined that the applicant firm or any of its affiliates or predecessors is not suitable for registration, licensing or membership? | <input type="checkbox"/> | <input type="checkbox"/> |
| d. Refused the applicant firm or any of its affiliates or predecessors registration, licensing or membership in any province, territory, state or country for securities-related activities or in any other capacity? | <input type="checkbox"/> | <input type="checkbox"/> |
| e. Suspended or terminated any registration, licensing or membership of the applicant firm or any of its affiliates or predecessors? | <input type="checkbox"/> | <input type="checkbox"/> |
| f. Appointed a monitor for the applicant firm or any of its affiliates or predecessors? | <input type="checkbox"/> | <input type="checkbox"/> |
| g. Issued an order to the applicant firm or any of its affiliates or predecessors about investment-related activity (e.g. cease trade order)? | <input type="checkbox"/> | <input type="checkbox"/> |
| h. Denied the applicant firm or any of its affiliates or predecessors any exemption from registration, licensing or membership in any province, territory, state or country? | <input type="checkbox"/> | <input type="checkbox"/> |
| i. Imposed conditions on any registration or membership of the applicant firm or any of its affiliates or predecessors? | <input type="checkbox"/> | <input type="checkbox"/> |

If yes to any of the above items, provide full details, including the regulator/organization, jurisdiction and the date.

7. Within the last 10 years has the applicant firm ever been:

- | | Yes | No |
|---|--------------------------|--------------------------|
| a. Subject to an order, a proceeding or the initiation of a proceeding by a financial services regulator, securities and/or commodities exchange or SRO, or similar organization of which it is a member? | <input type="checkbox"/> | <input type="checkbox"/> |
| b. Sanctioned by a financial services regulator, securities and/or commodities exchange or SRO, or organization of which it is a member? | <input type="checkbox"/> | <input type="checkbox"/> |

If yes to any of the above items, describe the proceeding or sanction, the regulator, SRO or organization and the relevant date(s).

8. Is the applicant firm currently involved in a situation that would reasonably be expected to result in a YES answer to any of the items in question 6 or 7 in this section?

Yes No

If yes, describe the situation.

I. Legal action

1. Has the applicant firm or any of its affiliates ever been convicted under the laws of any province, territory, state or country?

Yes No

If yes, describe the type of conviction, the date of the conviction and the jurisdiction.

2. Is the applicant firm or any of its affiliates currently the subject of any outstanding charges or indictments under the laws of any province, territory, state or country?

Yes No

If yes, describe the charges or indictments and the jurisdiction.

3. Are there currently any outstanding civil actions against the applicant firm or its affiliates?

Yes No

If yes, describe the nature of the action, the current stage of the litigation and the specific remedies requested by the plaintiff(s).

4. Has the applicant firm or any of its affiliates ever received a judgement of fraud or theft against it in a civil court, criminal court or administrative tribunal in any jurisdiction in the world?

Yes No

If yes, describe the case, the date it took place and the jurisdiction.

5. Are there any judgements or liens against the applicant firm or any of its affiliates?

Yes No

If yes, describe the judgements or liens, the date and the jurisdiction.

J. National Registration System

1. Election to use the national registration system (NRS)

Has the applicant firm elected to use the NRS?

Yes No

If yes, by submitting this form, the applicant firm:

- certifies that in each Canadian jurisdiction where it has appointed an agent for service, it has completed the appointment of agent for service required in that jurisdiction
- is subject to the securities and/or derivatives legislation of each Canadian jurisdiction where it has applied for registration, including the jurisdiction of any tribunals or any proceedings that relate to the registrant's activities under that securities and/or derivatives legislation
- waives any right to use lack of jurisdiction as a defence in any of those tribunals or proceedings.

Please attach the following documents:

- A completed Form 31-101F1
- Cheque payable to each of the regulators where the applicant firm is seeking registration
- Confirmation that insurance covers all jurisdictions where applying for registration

K. Collection of personal information

Securities regulators require personal information about the people listed on this form so they can complete their review of this application, and if the firm is approved, to assess whether the firm continues to meet the registration requirements.

Securities regulators may collect this information only under the requirements in securities and/or derivatives legislation and may only use personal information to administer and enforce provisions of the securities and/or derivatives legislation. Securities regulators may collect personal information from this application, police records, records of other regulators or self-regulatory organizations, credit records, employment records, government and private bodies or agencies, individuals, corporations, and other organizations. They may also collect personal information indirectly.

Securities regulators may also provide personal information about the individuals listed on this form to other regulators, SROs or similar organizations or stock exchanges if required for an investigation or other regulatory issue.

If any one listed on this form has any questions about the collection and use of their personal information, they can contact the securities regulator in the relevant jurisdiction. 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.

By completing this section, you:

- Acknowledge that the securities regulator in the relevant jurisdiction(s) may collect personal information about the individuals listed on this form and to provide it to any regulator, SRO or similar organization or stock exchange if required for an investigation or other regulatory issue.
- confirm that the individuals listed on 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 authorized signing officer

Title of authorized signing officer

Signature

Date signed (YYYY/MM/DD)

L. Submission to jurisdiction and appointment of agent for service of process (Those firms that are considered to be non-resident firms must complete this section for each jurisdiction where they are applying for registration.)

By submitting this form, the applicant firm:

- is subject to the securities and/or derivatives legislation of each Canadian jurisdiction where you have submitted this form, including the jurisdiction of any tribunals or any proceedings that relate to your activities as a registrant under that securities and/or derivatives legislation;
- appoints the agent at the address below to be served any documents for any of these tribunals or proceedings;

Name of the applicant firm

Jurisdiction where the applicant firm was incorporated

Agent Contact Information:

Name of agent for service of process (agent)

Address of agent in jurisdiction(s) where firm is applying for registration

Firm Name (if applicable)

Telephone Number

Fax number

E-mail address

The applicant firm agrees to file a new submission to jurisdiction and appointment of agent for service of process if any of the following changes occur within six years of the termination of the firm's registration:

- the name or address of the agent for service changes
- the firm changes its agent for service.

The new submission for jurisdiction and appointment for agent for service of process must be filed at least 30 days before the change comes into effect.

This submission to jurisdiction and appointment of agent for service of process is governed by the securities and/or derivatives legislation of the relevant jurisdiction in Canada.

Firm's authorization

Name of applicant firm's authorized signing officer

Title of applicant firm's authorized signing officer

Signature

Date signed (YYYY/MM/DD)

Agent's authorization

By signing below, you agree to act as agent for service of process for the applicant firm according to the terms set out in this submission to jurisdiction and appointment of agent for service of process.

Name of agent's authorized signing officer

Title of agent's authorized signing officer

Signature

Date signed (YYYY/MM/DD)

Please attach the following:

1. The firm's privacy statement for collection and disclosure of personal information
2. The firm's executed consent to collection of personal information

M. Signatures

By signing below, you confirm that:

- you have read and understand the questions in this form
- you understand that it is an offence under the securities and/or derivatives legislation to provide false or misleading information on this form
- all of the information provided on this form is true.

Name of applicant firm

Name of authorized signing officer

Title of authorized signing officer

Signature

Date signed (YYYY/MM/DD)

Witnessed by a lawyer, notary public or commissioner of oaths:

Name

Title

Signature

(indicate in which capacity witness has signed, i.e. lawyer, notary public or commissioner of oaths)

Date signed (YYYY/MM/DD)

Schedule A

Who to contact if you have questions about the collection and use of your personal information.

Alberta

Alberta Securities Commission,
4th Floor, 300 B 5th Avenue S.W.
Calgary, AB T2P 3C4
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 Analyst
Telephone: (604) 899-6500 or (800) 373-6393 (in BC)

Manitoba

The Manitoba Securities Commission
500-400 St. Mary Avenue
Winnipeg, MB R3C 4K5
Attention: Director – Legal
Telephone: (204) 945-0605

New Brunswick

New Brunswick Securities Commission
Suite 300, 85 Charlotte Street
Saint John, NB E2L 2J2
Attention: Director, Market Regulation
Telephone: (506) 658-3021

Newfoundland and Labrador

Securities Commission of Newfoundland and Labrador
P.O. Box 8700, 2nd Floor, West Block
Confederation Building
St. John's, NF A1B 4J6
Attention: Director of Securities
Tel: (709) 729-4189

Nova Scotia

Nova Scotia Securities Commission
2nd Floor, Joseph Howe Building
1690 Hollis Street
P.O. Box 458
Halifax, NS B3J 3J9
Attention: FOI Officer
Telephone: (902) 424-7768

Northwest Territories

Government of the Northwest Territories
P.O. Box 1320
Yellowknife, NWT X1A 2L9
Attention: Deputy Registrar of Securities
Telephone: (867) 920-8984

Nunavut

Legal Registries Division
Department of Justice
Government of Nunavut
P.O. Box 1000 Station 570
Iqaluit, NU X0A 0H0
Attention: Deputy Registrar of Securities
Telephone: (867) 975-6190

Ontario

Ontario Securities Commission
Suite 1903, Box 55
20 Queen Street West
Toronto, ON M5H 3S8
Attention: FOI Coordinator
Telephone: (416) 593-8314

Prince Edward Island

Securities Registry
Office of the Attorney General B Consumer, Corporate and
Insurance Services Division
P.O. Box 2000
Charlottetown, PE C1A 7N8
Attention: Deputy Registrar of Securities
Telephone: (902) 368-4569

Québec

Autorité des marchés financiers
Stock Exchange Tower
P.O. Box 246, 22nd Floor
800 Victoria Square
Montréal, PQ H4Z 1G3
Attention: Responsable de l'accès à l'information
Telephone: (514) 395-0337 or (877) 525-0337 (in Québec)

Saskatchewan

Saskatchewan Financial Services Commission
800 B1920 Broad Street
Regina, SK S4P 3V7
Attention: Director
Telephone: (306) 787-5842

Yukon

Department of Community Services Yukon
P.O. Box 2703
Whitehorse, YU Y1A 2C6
Attention: Registrar of Securities
Telephone: (867) 667-5225