



British Columbia Securities Commission

APPLICATION FOR REGISTRATION AS DEALER, ADVISER OR UNDERWRITER

BC FORM 31-901F (Previously Form 3)

Freedom of Information and Protection of Privacy Act

The personal information requested on this form is collected under the authority of and used for the purpose of administering the Securities Act. Questions about the collection of or use of this information can be directed to the Registration Supervisor, Registration and Market Regulation Branch, Capital Markets Regulation Division, British Columbia Securities Commission, PO Box 10142, Pacific Centre, 710 West Georgia Street, Vancouver BC V7Y 1L2. Telephone (604) 899-6692. Toll Free within British Columbia 1-800-373-6393.

NOTE: Should any space be insufficient for your answers, a statement may be attached and marked as an exhibit cross-referencing each statement to the item to which it pertains providing it is initialled by the applicant and the Commissioner taking the affidavit.

Application is made for registration under the Securities Act. In the category of

1. (a) NAME OF APPLICANT

(b) HEAD OFFICE BUSINESS ADDRESS

POSTAL CODE

TELEPHONE NO. area code

FAX NO. area code

E-MAIL (INTERNET)

(c) ADDRESS OF REGISTERED OFFICE IN BRITISH COLUMBIA

POSTAL CODE

TELEPHONE NO. area code

FAX NO. area code

E-MAIL (INTERNET)

2. The applicant maintains accounts at the following bank(s): (state bank and branches through which business is transacted).

3. Is applicant applying for registration of any branch offices? Check (✓) as applicable. If so, state address(es).

YES NO

POSTAL CODE

4. Fiscal Year End

INSTRUCTION: Answer "Yes" or "No" to the following questions. If "Yes" give particulars.

Please (✓) YES OR NO

5. Has the applicant, or to the best of the applicant's information and belief has any affiliate of the applicant, (a) been registered in any capacity under the Securities Act (or former Commodity Contract Act) of British Columbia?

YES NO

(b) applied for registration, in any capacity, under the Securities Act (or former Commodity Contract Act) of British Columbia?

YES NO

6. Is the applicant, or to the best of the applicant's information and belief is any affiliate of the applicant, now, or has any such person or company been,

(a) registered or licensed in any capacity in any other province, state or country which requires registration or licensing to deal or trade in securities or exchange contracts?

YES NO

(b) registered or licensed in any other capacity in British Columbia or any other province, state or country under any legislation which requires registration or licensing to deal with the public in any capacity? (e.g. as an insurance agent, real estate agent, private investigator, mortgage broker, etc.)

YES NO

(c) refused registration or a licence mentioned in 6(a) or (b) above or has any registration or licence been suspended or cancelled in any category mentioned in 6(a) or (b) above?

YES NO

INSTRUCTION: Answer "Yes" or "No" to the following questions. If "Yes" give particulars.

Please (✓)
YES OR NO

(d) denied the benefit of any exemption from registration provided by the *Securities Act* (or former *Commodity Contract Act*) of British Columbia, or similar exemption provided by securities acts or regulations of any other province, state or country?

7. Is the applicant, or to the best of the applicant's information and belief is any affiliate of the applicant, now, or has any such person or company been,
(a) a member of any Stock Exchange, Investment Dealers Association of Canada, Investment Bankers, or similar organization, in any province, state or country?

(b) refused membership in any Stock Exchange, Investment Dealers Association of Canada, Investment Bankers, or similar organization, in any province, state or country?

(c) suspended as member of any Stock Exchange, Investment Dealers Association of Canada, Investment Bankers, or similar organization, in any province, state or country?

8. Has the applicant, or to the best of the applicant's information and belief has any affiliate of the applicant, operated under, or carried on business under, any name other than the name shown in this application?

9. Is there currently an outstanding charge or indictment against the applicant or, to the best of the applicant's information and belief, an affiliate or associate of the applicant?

10. Has the applicant, or to the best of the applicant's information and belief, any affiliate or associate of the applicant,
(a) ever been convicted of an offence under the law?

(b) ever been the defendant or respondent in any proceedings in any civil court in any jurisdiction in any part of the world wherein fraud, theft, deceit, misrepresentation or similar conduct was alleged?

(c) at any time declared bankruptcy, or made a voluntary assignment in bankruptcy? (If "Yes", give particulars and also attach a certified copy of discharge)

(d) at any time had a receiver or receiver manager appointed to hold its assets?

(e) ever been refused a fidelity / surety bond?

11. Set out in the space provided, the name of the applicant, or the name of and position held by each director, officer or partner of the applicant seeking or holding registration.

NAMES OF PERSONS WHO WILL ACT (IN ADDITION TO LAST NAME, GIVE FULL FIRST AND MIDDLE NAMES)	OFFICE HELD	NAMES OF PERSONS WHO WILL ACT (IN ADDITION TO LAST NAME, GIVE FULL FIRST AND MIDDLE NAMES)	OFFICE HELD
1		5	
2		6	
3		7	
4		8	

12. Attach and mark as an exhibit:
- (a) a completed BC Form 31-902F for each director, officer or partner of the applicant seeking or holding registration.
 - (b) for each person or company who is a director, officer or partner of the applicant and not referred to in clause (a), the information required by BC Form 31-902F.
 - (c) In the case of applicants for registration as investment counsel only, a letter from each person who, on behalf of the applicant will give investment advice, outlining directly related experience of such person so as to justify designation by the Director of such person to so act.

13. Answer **A** or **B** as appropriate.

A – Capitalization of a Company

Other than a Security Issuer, complete below or attach marked as an exhibit to the application a statement containing the information called for below, to provide information with respect to the financial structure and control of the applicant company.

(a) The authorized and issued capital of the company, stating:

PREFERRED SHARES NUMBER	VALUE \$	COMMON SHARES NUMBER	VALUE \$
(1) AUTHORIZED CAPITAL		(2) ISSUED	
(3) TOTAL DOLLAR VALUE OF OTHER SECURITIES (I) BONDS		(II) DEBENTURES	
(III) ANY OTHER LOAN(S) – state source		MATURITY DATE(S) DD / MM / YY	TOTAL \$

(b) The names, addresses and usual place of residence of registered, and direct, and indirect, beneficial owners of each class of security or obligation issued, and, if a trust is the beneficial owner, the names, addresses and usual place of residence of each person or company having a beneficial interest in the trust, and the nature and extent of the holdings and percentage of interest attributable to each security holder, lender or cestui que trust (beneficiary).

(c) State name and address of every depository holding any of the assets of the company:

INSTRUCTIONS: Answer "Yes" or "No" to the following questions. If "Yes" give particulars.

Please (✓)
YES OR NO

(d) Has any person or company undertaken to act as a guarantor in relation to the financial or other undertakings of the applicant? YES NO

(e) Has a Subordination Agreement been executed by the creditor(s) in relation to loans owing by the applicant? YES NO

(f) Is there any person or company whose name is not disclosed in the statement called for by (b) above who has any direct or indirect interest in the applicant, either beneficially or otherwise? YES NO

B – Capitalization of a Partnership or Proprietorship

Attach, marked as an exhibit to the application, a statement containing the information called for below with respect to the assets of the partnership or proprietorship, and demonstrate therein the degree of control (voting power) of each of the participants in the applicant.

(a) Amount of paid-in capital \$	(b) Description of the assets

(c) State name and address of every depository holding any of the assets.

(d) Source, amount and maturity date of any obligations owing by the partnership, if any: (Where applicable, give names and addresses of creditors).

INSTRUCTIONS: Answer "Yes" or "No" to the following questions. If "Yes" give particulars.

Please (✓)
YES OR NO

(e) Has any person or company undertaken to act as a guarantor in relation to the financial or other undertakings of applicant?

(f) Has a Subordination Agreement been executed by the creditor(s) in relation to loans owing by the applicant?

(g) Is there any person or company whose name is not disclosed above who has any interest in the applicant, either beneficially or otherwise?

DATED at _____ (Name of Applicant)

this _____ day of _____ By _____
(Day) (Month) (Year) (Signature of applicant, director, officer or partner)

(Official Capacity)

AFFIDAVIT

in the matter of the *Securities Act*

I, _____, _____, of _____
(Name in Full) (Occupation) (Address)

of the _____ of _____ in the _____ of _____, **MAKE**
(City, etc.) (Province, etc.)

OATH (OR SOLEMNLY AFFIRM) AND SAY THAT:

- 1. I am the applicant (or a partner, director or officer of the applicant) for registration and I signed the application.
- 2. The statements of fact made in the application for registration are true.

SWORN (OR AFFIRMED) BEFORE ME in

the _____ of _____)
(City, etc.))
in the _____ of _____)
(Province, etc.))
on this _____ day of _____, _____)
(Month) (Year))

(Signature of Commissioner of Oaths, Notary Public or other official authorized by law to administer oaths)

(Signature of Deponent)

It is an offence under the *Securities Act* to file an application containing a statement that, at the time and in light of the circumstances in which it is made, is a misrepresentation.