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ORDER UNDER SECTION 48 OF THE SECURITIES ACT, R.S.B.C. 1996, c. 418

CIBC WORLD MARKETS INC.

Background

[para 1]

CIBC World Markets Inc. (CIBC WM Canada) applied for an exemption from the adviser registration requirement in section 34(1)(c) of the Act with respect to the distribution by it in British Columbia of research reports concerning securities that are listed or quoted on an exchange or market located outside Canada (Foreign Securities) and are prepared by employees of affiliates of CIBC WM Canada which carry on the business of a dealer in countries other than Canada (Foreign Affiliate Reports);

Representations

[para 2]

CIBC WM Canada represents that:

1. it is incorporated under the laws of Ontario and is registered as an investment dealer and underwriter, but not as an adviser, under the Act;
2. CIBC World Markets Corp. (CIBC WM US) is registered as a broker-dealer with the United States Securities and Exchange Commission, and is also registered as a portfolio manager under the Act, subject to certain restrictions;
3. CIBC World Markets plc (CIBC WM UK) is registered as a broker-dealer or its equivalent under applicable legislation in the United Kingdom;
4. CIBC World Markets Australia Limited (CIBC WM Australia) is registered as a broker-dealer or its equivalent under applicable legislation in Australia;
5. each of CIBC WM US, CIBC WM UK and CIBC WM Australia is a wholly-owned subsidiary of CIBC WM Canada (Foreign Affiliates);
6. CIBC WM Canada currently distributes in British Columbia research reports that are prepared by its employees (Canadian Reports), and proposes to distribute Foreign Affiliate Reports in British Columbia;
7. Canadian Reports and Foreign Affiliate Reports (collectively, Research Reports) will be prepared for distribution at regular intervals and will generally, though not always, be consolidated into a single document (CIBC WM Report) comprising a number of different Research Reports;

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8. Research Reports will generally be published in a single CIBC WM Report to afford customers of CIBC WM Canada and the Foreign Affiliates with uniform access to the collective global market research expertise of CIBC WM Canada and the Foreign Affiliates;
9. each CIBC WM Report or Foreign Affiliate Report, as the case may be, will indicate that it has been approved for distribution in Canada by CIBC WM Canada and that all inquiries should be directed to CIBC WM Canada; it will also indicate the name of the individual analyst who prepared the Research Report, the analyst's telephone number and the name of the Foreign Affiliate which employs the analyst or the name of CIBC WM Canada if it is the analyst's employer;
10. each Foreign Affiliate Report will be prepared by the Foreign Affiliate that is most knowledgeable respecting both the issuer whose Foreign Securities are the subject of the Foreign Affiliate Report and the market in which such Foreign Securities are traded;
11. except to the extent that a Foreign Affiliate is properly registered under the Act to distribute its own Foreign Affiliate Reports in British Columbia, Foreign Affiliate Reports will only be distributed in British Columbia by CIBC WM Canada;
12. the distribution of Foreign Affiliate Reports by CIBC WM Canada will provide CIBC WM Canada's clients with access to Foreign Securities research expertise that would not otherwise be available to them and it will promote the geographic diversification of investment portfolios;
13. the exemption from the requirements of section 34(1)(c) of the Act contained in section 44(2)(d) of the Act is unavailable to CIBC WM Canada in respect of Foreign Affiliate Reports because Foreign Affiliate Reports are not prepared by employees of CIBC WM Canada, but are prepared instead by employees of the Foreign Affiliates;

Order

[para 3]

Because it is not prejudicial to the public interest, the Executive Director orders under section 48 of the Act that CIBC WM Canada is exempt from the adviser registration requirements of section 34(1)(c) of the Act with respect to the distribution by CIBC WM Canada of Foreign Affiliate Reports in British Columbia.

[para 4]

DATED March 4, 2002.

Derek E. Patterson
Manager