

2003 BCSECCOM 704

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – relief from the filings and notification requirements relating to the bulk transfer of locations and individuals in connection with an amalgamation

Applicable British Columbia Provisions

Multilateral Instrument 33-109 *Registration Information*, s. 7.1

IN THE MATTER OF THE SECURITIES LEGISLATION OF BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, AND MANITOBA

AND

IN THE MATTER OF THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS AND MULTILATERAL INSTRUMENT 33-109

IN THE MATTER OF RICE FINANCIAL GROUP INC. AND INDEPENDENT WEALTH ADVANTAGE INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in each of British Columbia, Alberta, Saskatchewan and Manitoba (the “Jurisdictions”) has received an application from Rice Financial Group Inc. (“Rice”) and Independent Wealth Advantage Inc. (“Independent” and together with Rice, the “Applicants”) for a decision pursuant to Part 7 of Multilateral Instrument 33-109 Registration Information (“MI 33-109”) exempting the Applicants from certain provisions of MI 33-109 in connection with their amalgamation (the “Amalgamation”).

AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the “System”). The Manitoba Securities Commission (the “Commission”) is the principal regulator for this application.

AND WHEREAS unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions;

AND WHEREAS it has been represented by the Applicants to the Decision Markers that:

1. Rice is registered as a mutual fund dealer in each of the Jurisdictions, is a member of the Mutual Fund Dealers Association of Canada (the “MFDA”)

2003 BCSECCOM 704

and is not in default of any requirements of the securities legislation of the Jurisdictions (the “Legislation”) or of the MFDA.

2. Independent is registered as a mutual fund dealer in each of the Jurisdictions, is a member of the MFDA and is not in default of any requirements of the Legislation or of the MFDA.
3. Rice is incorporated under the laws of Manitoba with its head office in Winnipeg, Manitoba. The amalgamated entity will be continuing the business of a mutual fund dealer as Rice Financial Group Inc.. The amalgamation of the Applicants will be effective on or about October 1, 2003.
4. Given the sheer volume of business locations, officers, directors and employees of Rice and Independent, it would be exceedingly difficult to transfer each individual to the new amalgamated mutual fund dealer as per the requirements set out in MI 33-109.

AND WHEREAS staff of the principal regulator has confirmed to the Decision Makers that, in connection with staff’s activities to address transitional issues relating to the National Registration Database (“NRD”), staff has been able in this instance to make alternative arrangements to ensure that the information that would otherwise have been required to be submitted on NRD for the Amalgamation in the absence of the decision will be captured on NRD;

AND WHEREAS pursuant to the System this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the “Decision”);

AND WHEREAS each of the Decision Makers is satisfied that the tests contained in MI 33-109 that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers pursuant to MI 33-109 is that the following requirements of MI 33-109 shall not apply to the Applicants in respect of the Amalgamation:

- (i) the requirement to submit a notice regarding the termination each employment, partner, or agency relationship under section 4.3 of MI 33-109;
- (ii) the requirement to submit a notice regarding each individual who ceases to be non-registered individual under section 5.2 of MI 33-109;

2003 BCSECCOM 704

- (iii) the requirement to submit a registration application for each individual applying to become a registered individual under section 2.2 of MI 33-109;
- (iv) the requirement to submit a Form 33-109F4 for each non-registered individual under section 3.3 of MI 33-109; and
- (v) the requirement under section 3.1 of MI 33-109 to notify the regulator of a change to the business location information in Form 33-109F3.

DATED the 3rd day of October, 2003.

Douglas R. Brown, Director