

I, Manon Losier, Secretary of the New Brunswick Securities Commission (Commission), hereby certify that:

1. Blanket Order 31-505, was issued by Members of the Commission at a meeting held on 15 February 2010 with an effective date of 26 February 2010.

IN THE MATTER OF THE SECURITIES ACT S.N.B. C. S-5.5

AND

IN THE MATTER OF AN EXEMPTION FROM SECTIONS 3.6 AND 3.14 OF NATIONAL INSTRUMENT 31-103 *REGISTRATION REQUIREMENTS AND EXEMPTIONS FOR CHIEF COMPLIANCE OFFICERS OF PORTFOLIO MANAGERS ADDING A CATEGORY*

Blanket Order 31-505  
Section 208

WHEREAS:

1. Unless otherwise defined in this decision or the context otherwise requires, terms used in this decision that are defined in NI 31-103 or National Instrument 14-101 *Definitions* have the same meaning.
2. Under section 3.6 [mutual fund dealer – chief compliance officer] of National Instrument 31-103 Registration Requirements and Exemptions (NI 31-103), a mutual fund dealer must not designate an individual as its chief compliance officer unless the individual has satisfied the proficiency requirements in paragraph (a) or (b) of that section. Paragraph 3.6(b) provides that an individual may be designated a mutual fund dealer's chief compliance officer if the individual has met the requirements of section 3.13 [portfolio manager – chief compliance officer].
3. Under section 3.10 [exempt market dealer – chief compliance officer] of NI 31-103, an exempt market dealer must not designate an individual as its chief compliance officer unless the individual has satisfied the proficiency requirements in paragraph (a) or (b) of that section. Paragraph 3.10(b) provides that an individual may be designated an exempt market dealer's chief compliance officer if the individual has met the requirements of section 3.13 [portfolio manager – chief compliance officer].
4. Under section 3.14 [*investment fund manager – chief compliance officer*], an investment fund manager must not designate an individual as its chief compliance officer unless the individual has satisfied the proficiency requirements in paragraph (a), (b) or (c) of that section. Paragraph 3.14(c) provides that an individual may be designated an investment fund manager's chief compliance officer if the individual has met the requirements of section 3.13 [*portfolio manager – chief compliance officer*].

5. If a person or company registered as a portfolio manager in New Brunswick was registered as a portfolio manager when NI 31-103 came into force, the portfolio manager's chief compliance officer is exempt from section 3.13 [*portfolio manager – chief compliance officer*] due to the application of subsection 16.9(2) [*registration of chief compliance officers*].
6. The chief compliance officer of a person or company registered as a portfolio manager and applying for registration in an additional category is not exempt from sections 3.6 [*mutual fund dealer – chief compliance officer*], 3.10 [*exempt market dealer – chief compliance officer*], and 3.14 [*investment fund manager – chief compliance officer*] of NI 31-103 since section 16.9 of NI 31-103 does not apply to such chief compliance officer.

**IT IS ORDERED** pursuant to section 208 of the Act that:

- A. Sections 3.6 [*mutual fund dealer – chief compliance officer*], 3.10 [*exempt market dealer – chief compliance officer*], and 3.14 [*investment fund manager – chief compliance officer*] of NI 31-103 do not apply to a person or company registered as a portfolio manager in New Brunswick and applies for registration in an additional category if:
  - (a) the person or company is exempt from section 3.13 [*portfolio manager – chief compliance officer*] in any jurisdiction of Canada due to the application of subsection 16.9(2) [*registration of chief compliance officers*], and
  - (b) the individual designated as the person or company's chief compliance officer in respect of the person or company's mutual fund dealer, exempt market dealer or investment fund manager activities is the same individual designated as the person or company's chief compliance officer in respect of its portfolio manager activities.
- B. This order will come into effect 26 February 2010.

**Dated at Saint John, New Brunswick, this 26<sup>th</sup> day of February, 2010.**

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"original signed by"

**Manon Losier**