

# APPLICATION FOR INVESTORS HOLDING 10% OR MORE OF AN IIROC MEMBER FIRM

*This form is to be completed by all investors purchasing shares of a non-public IIROC Member firm whose accumulated holdings are 10% or more, whether held directly or indirectly.*

*IIROC may request information, in addition to the items set out below.*

**1 NAME OF MEMBER FIRM:** \_\_\_\_\_

**2 INVESTOR INFORMATION – Complete the following section if the investor is an individual:**

(a) Full Legal Name of Investor: \_\_\_\_\_

(b) NRD # of Investor: \_\_\_\_\_

*The Investor has submitted an Initial Registration application or Change or Surrender of Individual Category Submission application to be approved as an Investor (Industry Investor or Non-Industry Investor), via the National Registration Database*

**3 INVESTOR INFORMATION – Complete the following if the investor is other than an individual.**

(a) Full Legal Name: \_\_\_\_\_

(b) Brief description and nature of business \_\_\_\_\_  
\_\_\_\_\_

(c) Attach list of full legal names, dates of birth, and current residential addresses of Partners, Directors, Officers of the investor.

(d) Attach list of full legal names, dates of birth, and current residential addresses of Trustees, Trust Administrators and Beneficiaries, if the shares are held indirectly or in trust. If the Trustee is a firm, this information is required for each officer and director of the Trustee.

(e) Attach list of full legal names, dates of birth, and current residential addresses of each individual beneficial owner directly or indirectly, of more than 10% of the Investor.

(f) For indirect holdings, attach a corporate organizational chart

**4 INVOLVEMENT IN THE BUSINESS**

(a) Applying As  Industry Investor \*  Non-Industry Investor *Refer to IIROC Rule 1.1 for a definition of Industry investor*

*\* If applicable, indicate name of full-time employee of Member through whom the applicant qualifies as an industry investor:* \_\_\_\_\_

- (b) Are you actively engaged in the business of the Member identified in (1) above and own 10% or more of the voting shares of the Member?  
 Yes       No
- (c) Are you a Non-Industry Partner or Non-Industry Director of the Member identified in (1) above and own 10% or more of the voting shares of the Member?  
 Yes       No
- (d) If 4(b) or (c) is answered "Yes", have you completed the CSI-sponsored Partners, Directors and Senior Officers Qualifying Exam?  
 Yes       No      Date completed: \_\_\_\_\_

**5 DESCRIPTION OF HOLDINGS**

- (a) Is the Applicant the beneficial owner of the securities?  
 Yes  
 No (Investor owns shares of the member's holding company)  
 No (Other) Attach details of the manner in which the securities are held (e.g. In Trust) and provide the name(s) and address of the beneficial owner(s), including their relationship to the Applicant.

(b) Securities held - prior to proposed transaction  
 Class: \_\_\_\_\_  
 Percentage of Class: \_\_\_\_\_ %      Number: \_\_\_\_\_

(c) Securities to be held - after proposed transaction  
 Class: \_\_\_\_\_  
 Percentage of Class: \_\_\_\_\_ %      Number: \_\_\_\_\_

Are the above voting shares?  Yes     No

(d) Source Of Securities:     Treasury     Transfer

(e) Value Of Share Capital, if from Treasury: \_\_\_\_\_ (\$ \_\_\_\_\_ per share)

(f) Does the investor own directly or indirectly, shares in another IIROC member?  
 (Holdings in publicly traded companies need not be disclosed)     Yes     No

If yes, provide names and percentage held (attach additional page if required)

	%
	%
	%
	%

(g) Does an affiliate, or holding company of the investor own directly or indirectly, shares in another IIROC member?.

(Holdings in publicly traded companies need not be disclosed)     Yes     No

If yes, provide names and percentage held (attach additional page if required)

_____	_____ %
_____	_____ %
_____	_____ %
_____	_____ %

(h) Attach a schedule of shareholders and a list of their holdings (with percentages), on opening and closing of this transaction

Attached

**6 UNDERTAKING LIMITING RESALE OF SECURITIES**

All investors who directly own 10% or more the shares of an IIROC member must agree to the undertaking below. The undertaking is not required if the shares are indirectly held.

If applicable, the undertaking below must be completed by:

- i) *The applicant, if the investor is an individual; or*
- ii) *the Chief Executive Officer of the entity owning shares directly in the Member firm, if investor is other than an individual; or*
- iii) *the Trustee, Trust Administrator or Director with proxy voting rights, if the shares are held on behalf of beneficiaries.*

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**TO: INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA ("IIROC")**


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The undersigned has subscribed for and agreed to purchase, as principal, the securities described in this form.

The undersigned hereby undertakes not to sell, assign, transfer, encumber or otherwise dispose of any of the said securities, including those acquired through subsequent purchases, and any securities derived therefrom without the prior written approval of the applicable District Council of the Association.

The undersigned parties also acknowledge that they have reviewed and understand the terms "associates", "affiliates" and "industry investor", as these are defined in the Rules of IIROC. The parties hereby certify that the above information is correct and agree to comply with the Rules of IIROC in respect of the ownership of the securities of the Member or the holding companies of Members.

Undersigned is (check one):

- The applicant, if the investor is an individual*
- the Chief Executive Officer of the entity owning shares directly in the Member firm, if investor is other than an individual*
- the Trustee, Trust Administrator or Director with proxy voting rights, if the shares are held on behalf of beneficiaries.*

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 DATE:

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 Signature of Applicant

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 (PLEASE PRINT) Name of Partner, Director or  
Officer of Member/Holding Company of Member

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 Signature of Partner, Director or  
Officer of Member/Holding Company of Member