



IN THE MATTER OF THE *SECURITIES ACT*,
S.N.W.T. 2008, c. 10, AS AMENDED

- and -

*Exemption for Mortgage Investment Entities from the Requirement to
Register as Investment Fund Managers and Advisers*

BLANKET ORDER 32-504

WHEREAS a mortgage investment entity or a person providing services relating to the business, operations or affairs of a mortgage investment entity may be required to register as an investment fund manager, adviser or exempt market dealer and comply with all requirements applicable to such categories pursuant to the requirements of NI 31-103 *Registration Requirements and Exemptions* (NI 31-103);

AND WHEREAS each of the members of the Canadian Securities Administrators has agreed to review the applicability of the requirement for mortgage investment entities to register as investment fund managers and advisers;

AND WHEREAS the Superintendent has determined that it would not be prejudicial to the public interest to make this Order;

IT IS ORDERED THAT:

1. Unless the context otherwise requires, terms defined in the *Securities Act*, NI 31-103 or National Instrument 14-101 *Definitions* have the same meaning in this Order.
2. In this order,

“mortgage investment entity” means a person whose purpose is to invest substantially all of its assets in debts owing to it that are secured by mortgages, hypothecs or in any other manner on real property, and whose other assets are limited to

- (a) deposits standing to its credit in the records of:
 - (i) a bank or other corporation whose deposits are insured by the Canada Deposit Insurance Corporation or the Régie de l’assurance-dépôts du Québec, or
 - (ii) a credit union;
- (b) cash;
- (c) securities listed in subsection (2) of section 8.21 of NI 31-103; and
- (d) instruments held to hedge specific risks relating to the debts owing to it that are secured by mortgages, hypothecs or in any other manner on real property.

3. The adviser registration requirements do not apply to a person so long as the person
 - (a) does not act as an adviser other than in respect of the securities issued by or owned by a mortgage investment entity, and
 - (b) does not carry out activities that would require registration under securities legislation for a person or company that is not a mortgage investment entity.
4. The investment fund manager registration requirements do not apply to a person so long as the person
 - (c) does not act as an investment fund manager other than in respect of the business, operations or affairs of a mortgage investment entity, and
 - (d) does not carry out activities that would require registration under securities legislation for a person that is not a mortgage investment entity.
5. This order will take effect on August 20, 2010 and will cease to have effect on December 31, 2010.

DATED at Yellowknife in the Northwest Territories this 20th day of August, 2010.

Gary MacDougall
Gary I. MacDougall,
Superintendent of Securities