

FORM 3
The Securities Act

**APPLICATION FOR REGISTRATION AS
DEALER, ADVISER OR UNDERWRITER**

NOTE: Should any space be insufficient for your answers, a statement may be attached and marked as an exhibit, cross-referencing each statement to the item to which it pertains provided it is initialled by the applicant and the Commissioner taking the affidavit.

Application is made for registration under the Securities Act.

(NOTE: Refer to sections 16 and 17 of the *Alberta Securities Commission Rules* to confirm the appropriate category of registration.)

1 In the category of _____

(a) Name of Applicant _____

(b) Head Office Business Address _____

Telephone No: _____ Postal Code _____

(c) Address for service in Alberta _____

Telephone No: _____ Postal Code _____

(d) The fiscal year of the applicant is _____

2 The applicant maintains accounts at the following financial institution(s):

(a) State name of financial institution, branch and address, account numbers and types of accounts through which business is transacted _____

(b) State the name and address of every depository holding securities held by the dealer, adviser or underwriter on behalf of its clients. _____

3 Is applicant applying for registration of any branch offices? If so, state addresses: _____

Instruction: Answer “Yes” or “No” to the following questions. If “Yes” give particulars.

4 Has the applicant or, to the best of the applicant's information and belief, has any affiliate of the applicant

(a) been registered in any capacity under any Securities Act of Alberta? _____

(b) applied for registration, in any capacity, under any Securities Act of Alberta? _____

5 Is the applicant or, to the best of the applicant's information and belief, any affiliate of the applicant, now, or has any such person or company been,

(a) registered or licensed in any capacity in any other province, state or country that requires registration or licensing to deal or trade in securities? _____

(b) registered or licensed in any other capacity in Alberta or any other province, state or country under any legislation that requires registration or licensing to deal with the public in any capacity? (e.g. as an insurance agent, real estate agent, used car dealer, mortgage broker, etc.) _____

(c) reprimanded or refused registration or a licence mentioned in clause (a) or (b), or has any registration or licence been suspended or cancelled, or has any other penalty been imposed in any category mentioned in clause (a) or (b)? _____

(d) denied the benefit of any exemption from registration provided by any Securities Act of Alberta or denied any or similar exemption provided by securities acts or regulations of any other province, state or country? _____

(e) the subject of a cease trade or cease distribution order pursuant to the Securities Act of Alberta or denied any or a similar provision in the Securities Acts or regulations of any province, state of country? _____

6 Is the applicant or, to the best of the applicant's information and belief, is any affiliate of the applicant, now, or has any such person or company been,

- (a) a member of any Exchange, Association of Investment Dealers, Investment Bankers, Brokers, Broker-Dealers, or similar organization, in any province, state or country? _____

- (b) refused membership in any Exchange, Association of Investment Dealers, Investment Bankers, Brokers, Broker-Dealers, or similar organization, in any province, state or country? _____
- (c) suspended as a member of any Exchange, Association of Investment Dealers, Investment Bankers, Brokers, Broker-Dealers, or similar organization, in any province, state or country? _____

7 Has the applicant or, to the best of the applicant's information and belief, has any affiliate of the applicant, operated under, or carried on business under, any name other than the name shown in this application? _____

8(1) Has the applicant or, to the best of the applicant's information and belief, has any affiliate of the applicant

- (a) ever been convicted under the law of any province, state or country, excepting minor traffic violations? _____

- (b) ever been the defendant or respondent in any proceedings in any civil court in any jurisdiction in any part of the world wherein fraud was alleged? _____

- (c) at any time declared bankruptcy, or made a voluntary assignment in bankruptcy? (If "Yes", give particulars and also attach a certified copy of discharge.) _____

- (d) ever been refused bonding ? _____

(2) Is there currently an outstanding charge, other than for a minor traffic violation, or indictment against the applicant or, to the best of the applicants information and belief, against any affiliate of the applicant?

INSTRUCTION: Questions 8(1)(a) and (2) refers to all laws, e.g. Criminal, Immigration, Customs, Liquor, etc. of any province, state or country in any part of the world.

9 Set out in the space provided, the name of the applicant, or the name of and position held by each officer or partner of the applicant seeking or holding registration. *NOTE: an underwriter may not trade.*

Name of persons who will act (Give full given Names)	Office Held
1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	

10 Attach and mark as an exhibit:

- (a) an application completed in accordance with Form 33-109F4 for each partner or officer of the applicant seeking or holding registration,
- (b) for each person who is a non-registered individual of the applicant and not referred to in clause (a), a completed Form 33-109F4, and
- (c) in the case of applicants for registration as an adviser, a letter from each person who, on behalf of the applicant, will give investment advice, outlining directly related experience of that person so as to justify designation by the Executive Director of the person to so act.

11 Capitalization of a Company:

Other than a Security Issuer, complete below or attach marked as an exhibit to the application a statement containing the information called for below, to provide information on the financial structure and control of the applicant company

- (a) the authorized and issued capital of the company, stating:

Preferred Shares
(State number of shares
and dollar value)

Common Shares
(State number of shares
and dollar value)

Shares _____
\$ _____

Shares _____
\$ _____

(i) authorized capital _____

(ii) issued _____

(iii) total dollar value of other securities:

(A) Bonds _____

(B) Debentures _____

(C) Any other loans,
state source and maturity dates \$ _____

TOTAL \$ _____

(b) the names, addresses and usual place of residence of registered, and direct and indirect, beneficial owners of each class of security or obligation issued, and of any holder of any option to acquire any securities or obligations of the applicant and, if a trust is the beneficial owner, the names, addresses and usual place of residence of each person or company having a beneficial interest in the trust, and the nature and extent of the holdings and percentage of interest attributable to each security holder, lender or cestui que trust (beneficiary);

(c) state name and address of every depository holding any of the assets of the company: _____

Instruction: Answer "Yes" or "No" to the following questions. If "Yes" give particulars;

(d) has any person or company undertaken to act as a guarantor in relation to the financial or other undertakings of the applicant? _____

(e) has a subordination agreement been executed by the creditor(s) in relation to loans owing by the applicant? _____

- (f) is there any person or company whose name is not disclosed in the statement called for by (b) above who has any direct or indirect interest in the applicant, either beneficially or otherwise? _____

12 Capitalization of a Partnership or Proprietorship: Attach, marked as an exhibit to the application, a statement containing the information called for below with respect to the assets of the partnership or proprietorship, and demonstrate therein the degree of control (voting power) of each of the participants in the applicant

- (a) amount of paid-in capital; \$ _____
- (b) description of the assets; _____
- (c) state name and address of every depository holding any of the assets; _____

- (d) source, amount and maturity date of any obligations owing by the applicant, if any; _____

(Where applicable, give names and addresses of creditors.)

Instruction: Answer "Yes" or "No" to the following questions. If "Yes" give particulars.

- (e) has any person or company undertaken to act as a guarantor in relation to the financial or other undertakings of the applicant? _____
- (f) has a subordination agreement been executed by the creditor(s) in relation to loans owing by the applicant? _____
- (g) is there any person or company whose name is not disclosed above who has any interest in the applicant, either beneficially or otherwise?

Notice of Collection and Use of Personal Information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities set out below for the administration and enforcement of certain provisions of the securities legislation in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador, Northwest Territories, Yukon Territory and Nunavut.

If you have any questions about the collection and use of this information, you may contact the securities regulatory authority in any jurisdiction in which the required information is filed, at the address or telephone number provided in Schedule “A”.

DATED at _____

this ___ day of _____ 20 __

(name of applicant)

By _____

(signature of applicant,
partner or officer)

(Official capacity)

SCHEDULE "A"
Notice and collection and use of personal information

Contact Information

<p>Alberta</p> <p>Alberta Securities Commission, 4th Floor, 300 B 5th Avenue S.W. Calgary, AB T2P 3C4 Attention: Information Officer Telephone: (403) 297-6454</p>	<p>British Columbia</p> <p>British Columbia Securities Commission P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, BC V7Y 1L2 Attention: Freedom of Information Officer Telephone: (604) 899-6500 or (800) 373-6393 (in BC)</p>
<p>Manitoba</p> <p>The Manitoba Securities Commission 1130-405 Broadway Winnipeg, MB R3C 3L6 Attention: Director - Legal Telephone: (204) 945-4508</p>	<p>New Brunswick</p> <p>Securities Administration Branch PO Box 5001 606, 133 Prince William Street Saint John, NB E2L 4Y9 Attention: Deputy Administrator, Capital Markets Telephone: (506) 658-3021</p>
<p>Newfoundland and Labrador</p> <p>Securities Commission of Newfoundland and Labrador P.O. Box 8700, 2nd Floor, West Block Confederation Building St. John's, NF A1B 4J6 Attention: Director of Securities Tel: (709) 729-4189</p>	<p>Nova Scotia</p> <p>Nova Scotia Securities Commission 2nd Floor, Joseph Howe Building 1690 Hollis Street P.O. Box 458 Halifax, NS B3J 3J9 Attention: FOI Officer Telephone: (902) 424-7768</p>
<p>Northwest Territories</p> <p>Government of the Northwest Territories P.O. Box 1320 Yellowknife, NWT X1A 2L9 Attention: Deputy Registrar of Securities Telephone: (867) 920-8984</p>	<p>Nunavut</p> <p>Legal Registries Division Department of Justice Government of Nunavut P.O. Box 1000 Station 570 Iqaluit, NU X0A 0H0 Attention: Deputy Registrar of Securities Telephone: (867) 975-6190</p>
<p>Ontario</p> <p>Ontario Securities Commission Suite 1903, Box 55 20 Queen Street West Toronto, ON M5H 3S8 Attention: FOI Coordinator Telephone: (416) 593-8314</p>	<p>Prince Edward Island</p> <p>Securities Registry Office of the Attorney General B Consumer, Corporate and Insurance Services Division P.O. Box 2000 Charlottetown, PE C1A 7N8 Attention: Deputy Registrar of Securities Telephone: (902) 368-4569</p>
<p>Québec</p> <p>Commission des valeurs mobilières du Québec Stock Exchange Tower P.O. Box 246, 22nd Floor 800 Victoria Square Montréal, PQ H4Z 1G3 Attention: Responsable de l'accès à l'information Telephone: (514) 940-2150 or (800) 361-5072 (in Québec)</p>	<p>Saskatchewan</p> <p>Saskatchewan Securities Commission 800 B1920 Broad Street Regina, SK S4P 3V7 Attention: Director Telephone: (306) 787-5842</p>
<p>Yukon</p> <p>Department of Community Services Yukon P.O. Box 2703 Whitehorse, YU Y1A 2C6 Attention: Registrar of Securities Telephone: (867) 667-5225</p>	