

IN THE MATTER OF:

**The *Securities Act*, R.S.N.S. 1989, c. 418,
as amended (the “Act”);**

- and -

IN THE MATTER OF:

Wolverton Securities Limited

ORDER

(Section 151A of the *Securities Act*)

UPON the application of Wolverton Securities Limited (“Wolverton”) to the Nova Scotia Securities Commission (the “Commission”) under the *Securities Act*, R.S.N.S. 1989, c. 418, as amended (the “Act”) for a ruling, pursuant to section 151A of the Act and subsection 20(2) of the rules of the Commission deemed by subsection 150A(9) of the Act to have been made pursuant to the requirement of subsection 22(2) of the Act (the “Securities Rules”), that Wolverton be exempted from the requirement to (i) establish a business office in Nova Scotia with a manager of the business who shall be a permanent resident of Nova Scotia (Securities Rule 22(1) and (2)), and (ii) identify a location in Nova Scotia where its books and records are maintained (Securities Rule 30(5) and (6));

AND UPON reading the application and the recommendation of staff of the Commission;

AND UPON Wolverton having represented to the Commission that:

1. Wolverton was incorporated under the laws of the Province of British Columbia on May 17, 1971.
 2. Wolverton is registered in the category of investment dealer under the Act in Nova Scotia and as an extra-provincial corporation under the *Corporation Registration Act* (Nova Scotia) and is in good standing as to the payment of fees and filing of annual returns.
 3. Wolverton is an investment dealer firm, having its registered office and principal place of business situated at 777 Dunsmuir Street, Suite 1700, Vancouver, British Columbia V7Y 1J5. Wolverton also has branch and sub-branch offices as follows: Alberta – Calgary (Branch), Red Deer (Sub-Branch), Fort Saskatchewan (Sub-Branch); and British Columbia – Vancouver (Branch – Head Office), Kelowna (Sub-Branch), Salt Spring (Sub-Branch), Sooke (Sub-Branch), and Heffley Creek (Sub-Branch).
 4. Wolverton is a member in good standing of the Investment Dealers Association of Canada (the “IDA”).
 5. Wolverton is registered in the category of investment dealer under the *Securities Act* (British Columbia). To the best of Wolverton’s knowledge, it is not in default of any filing obligations in British Columbia.
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6. Michael Richard Brock (“Brock”) is a Registered Representative of Wolverton in Alberta as well being registered as a TSX Equities Attorney and TSX Venture Trader with The TSX Exchange. To the best of Wolverton’s knowledge, Brock is not in default of any filing obligations in Alberta.
7. Wolverton intends to establish and operate a sub-branch of Wolverton at Brock’s residence in Halifax Regional Municipality (the “Halifax Office”) when he relocates to Nova Scotia in December 2007. His designated supervisor will be Nicole Stevens, Senior Vice-President and Head of Trading (“Stevens”) located at Wolverton’s head office branch in Vancouver, British Columbia. Stevens is registered as Registered Representative Options (Retail) and Designated Registered Options Principal in British Columbia. Stevens resides and will continue to reside in British Columbia. Brock will not have any retail client accounts and will only be trading securities on behalf of Wolverton’s inventory account under the supervision of Stevens. Stevens will carry out the duties of a branch office manager for the Halifax Office in compliance with IDA by-laws and rules.
8. Under IDA by-law No. 4 Branch Office Members, Branch Offices and Sub-Branch Offices, Wolverton is permitted to have a sub-branch office and designate as the supervisor of such office a branch manager who is not normally present at such office.
9. Wolverton has made the necessary arrangements in order to comply with the statutory and other obligations to its clients in Nova Scotia, including the adoption of a compliance plan and specific policies and procedures to ensure the adequate supervision and review by Stevens of all trading activity of Brock.
10. At the present time, Wolverton would have difficulty to comply with the business office/manager requirements under subsection 22(1) and (2) of the Securities Rules and the books records residency requirements under subsection 30(5) and (6) of the Securities Rules.

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

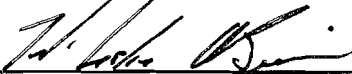
IT IS RULED pursuant to subsection 20(2) of the Securities Rules that Wolverton is exempt from the business office/manager requirements under subsection 22(1) and (2) of the Securities Rules and the books records residency requirements under subsection 30(5) and (6) of the Securities Rules, provided that:

- (a) Wolverton is a member in good standing of the IDA;
- (b) The securities, funds and other assets of Nova Scotia resident clients of Wolverton, insofar as those securities, funds and other assets relate to trading done by or advice given by Wolverton, are held in such a manner as the Director of Securities (the “Director”) may specify when the Director considers it appropriate to so specify;
- (c) Wolverton has its head office (the “Business Office”) in Vancouver, British Columbia. The Business Office is managed by Stevens, who is registered in British Columbia;

- (d) All partners, directors, officers and salespeople of Wolverton who are required to be registered in Nova Scotia are registered in Nova Scotia in a category similar to the registration they hold in British Columbia;
- (e) Brock is supervised by Stevens and is the only registered salesperson of Wolverton resident in Nova Scotia;
- (f) Stevens is designated as the branch manager of the Halifax Office under the IDA by-laws and rules;
- (g) The Halifax Office is approved by the IDA as a sub-branch office of Wolverton under the IDA by-laws and rules;
- (h) The Halifax Office is the only sub-branch office of Wolverton in Nova Scotia;
- (i) Wolverton promptly notifies the Director if there are any terms, conditions or restrictions imposed at any time on the registration of Wolverton or any of its partners, directors, officers and salespeople who are registered in Nova Scotia, by the British Columbia Securities Commission (the "Regulator") or the IDA or if the Regulator or IDA reprimands any of those registrants;
- (j) Wolverton (i) has at all times an appointed agent for service resident in Nova Scotia; (ii) files with the Director the name and address of the person so appointed as agent from time to time and the consent of such person to so act; and (iii) files with the Director such reports relating to its activities with respect to Nova Scotia resident clients as the Director may require, from time to time;
- (k) Wolverton agrees to the imposition of any additional conditions of registration that arise from any policies or rules adopted by the Commission regarding non-resident domestic dealers;
- (l) Wolverton attorns to the jurisdiction of the Commission and the courts of Nova Scotia and files with the Director an instrument to that effect;
- (m) If requested, Wolverton agrees to make all books and records available to the Commission for review at Wolverton's expense; and
- (n) This ruling will terminate upon the change of Stevens as the designated branch manager of the Halifax Office.

SIGNED at Halifax, Nova Scotia this 8th day of January, 2008.

NOVA SCOTIA SECURITIES COMMISSION



H. Leslie O'Brien, chairman
