

July 25, 2006

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
NEWFOUNDLAND AND LABRADOR AND NOVA SCOTIA
(the Jurisdictions)**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

**IN THE MATTER OF
CIBC TRUST CORPORATION
(the Filer)**

MRRS DECISION DOCUMENT

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) that the provisions of the Legislation requiring an adviser to maintain a business office in the Jurisdictions, maintain books and records and have a manager of the business office, counselling officer, portfolio manager or individual adviser resident in the Jurisdictions (the Residency Requirements) shall not apply to the Filer and its directors, officers and employees upon the registration of the Filer as an adviser in the Jurisdictions (the Requested Relief).

Under the Mutual Reliance Review System for Exemptive Relief Applications:

- (a) the Nova Scotia Securities Commission (the Commission) is the principal regulator for this application, and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 Definitions have the same meaning in this decision unless they are defined in this decision.

Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is a federally-incorporated trust corporation licensed to carry on business as such in each of the provinces and territories of Canada and is a wholly owned subsidiary of Canadian Imperial Bank of Commerce.
2. The Filer is currently registered as an adviser in Alberta, British Columbia, Québec and Saskatchewan. The Filer is exempt from the requirement to register as an adviser in Ontario on the basis that it is a trust corporation and is regulated by applicable federal legislation (the Ontario Exemption). The Ontario Exemption is currently set out in clause 209(10)(b) of the General Regulation (Ont. Reg. 1015) made under the Securities Act (Ontario). Exemptions from requirements similar to the Residency Requirements were obtained by the Filer in Alberta, British Columbia, Québec and Saskatchewan.
3. The Filer's registered office and principal place of business is in Toronto, Ontario. All of the directors and officers of the Filer (including the Filer's chief compliance officer) are resident in Ontario (the Home Jurisdiction). The Filer maintains all of its books and records at its principal place of business in the Home Jurisdiction.
4. The Filer provides certain advisory services to Canadian clients including clients that are residents in the Jurisdictions. Currently, these advisory services are being provided in the Jurisdictions in reliance upon applicable exemptions from the requirement to register as an adviser where the advisory services provided are "solely incidental" to the Filer's other business activities. The Filer provides its services through discretionary investment services known as Personal Portfolio Services through which clients invest in a portfolio of mutual funds that are qualified for distribution in all Canadian jurisdictions. The Filer is involved in the development of a strategic asset mix of mutual funds for each investment portfolio that is offered to clients, and is involved in monitoring and adjusting, if necessary, such asset mixes on a regular basis.
5. The Filer has applied for registration as an adviser in the Jurisdictions. The Filer does not propose to have a business office or manager or maintain books and records in either of the Jurisdictions nor will any directors or officers of the Filer be resident in the Jurisdictions.
6. The Filer could rely on the Commission's Blanket Order No. 31-504 In the Matter of Certain Non-Resident Registrants (BO 31-504) but for the fact that it is exempt from registration as an adviser in the Home Jurisdiction and therefore cannot satisfy the condition in section 4.1 of BO 31-504 that it be registered in the Home Jurisdiction as an adviser.

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

The Decision of the Decision Makers under the Legislation is that the Requested Relief is granted provided that the Filer:

- (a) is exempt from registration as an adviser in the Home Jurisdiction pursuant to the Ontario Exemption;
- (b) has a place of business in Canada;
- (c) has at least one director or officer resident in Canada who is registered in each Jurisdiction as a director or officer of the Filer;
- (d) has the manager of the business office in the Home Jurisdiction registered in each Jurisdiction;
- (e) does not have any officers, branch managers, counselling officers, portfolio managers or individual advisers, as applicable, who are employees of the Filer who reside in either Jurisdiction;
- (f) files in each Jurisdiction a duly executed submission to jurisdiction and appointment of agent for service of process substantially in the form attached as Appendix A to BO 31-504;
- (g) files in each Jurisdiction a written undertaking substantially in the form attached as Appendix B to BO 31-504 and complies with the undertaking;
- (h) maintains in the Home Jurisdiction in accordance with the applicable requirements of the Legislation those books and records necessary to record properly its business transactions and financial affairs in each Jurisdiction; and
- (i) does not hold securities, funds or other assets of its clients in the Jurisdictions and that such assets are held either by the individual client or by a custodian which satisfies the requirements for acting as a custodian of the portfolio securities of a mutual fund in National Instrument 81-102 Mutual Funds.

"H Leslie O'Brien, Q.C."
H. Leslie O'Brien, Q.C.
Chairman

Nova Scotia Securities Commission

"R. Daren Baxter"
R. Daren Baxter
Vice-Chairman

Nova Scotia Securities Commission