

Draft Regulations

Securities Act

(R.S.Q. c. V-1.1, s. 331.1, pars. (1), (6), (8), (11), (16), (17) and (34), and s. 331.2)

Concordant Regulations to Regulation 25-101 respecting Designated Rating Organizations

Notice is hereby given by the *Autorité des marchés financiers* (the "Authority") that, in accordance with section 331.2 of the *Securities Act*, R.S.Q. c. V-1.1, the following Regulations, the text of which is published hereunder, may be made by the Authority and subsequently submitted to the Minister of Finance for approval, with or without amendment, after 90 days have elapsed since their publication in the Bulletin of the Authority:

- *Regulation to amend Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations;*
- *Regulation to amend Regulation 33-109 respecting Registration Information;*
- *Regulation to amend Regulation 41-101 respecting General Prospectus Requirements;*
- *Regulation to amend Regulation 44-101 respecting Short Form Prospectus Distributions;*
- *Regulation to amend Regulation 44-102 respecting Shelf Distributions;*
- *Regulation to amend Regulation 45-106 respecting Prospectus and Registration Exemptions;*
- *Regulation to amend Regulation 51-102 respecting Continuous Disclosure Obligations;*
- *Regulation to amend Regulation 81-101 respecting Mutual Fund Prospectus Disclosure;*
- *Regulation to amend Regulation 81-102 respecting Mutual Funds;*
- *Regulation to amend Regulation 81-106 respecting Investment Fund Continuous Disclosure.*

Draft amendments to the following policy statement are also published hereunder:

- *Amendments to Policy Statement to Regulation 21-101 respecting Marketplace Operation;*
- *Amendment to Policy Statement to Regulation 44-101 respecting Short Form Prospectus Distributions;*
- *Amendment to Policy Statement to Regulation 44-102 respecting Shelf Distributions;*
- *Amendment to National Policy 51-201, Disclosure Standards;*
- *Amendment to Policy Statement to Regulation 81-102 respecting Mutual Funds.*

Request for comment

Comments regarding the above may be made in writing by **October 24, 2012**, to the following:

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July 26, 2012

NOTICE AND REQUEST FOR COMMENTS

DRAFT CONSEQUENTIAL AMENDMENTS TO REGISTRATION, PROSPECTUS AND CONTINUOUS DISCLOSURE RULES RELATED TO *REGULATION 25-101 RESPECTING DESIGNATED RATING ORGANIZATIONS*

1. Introduction

We, the Canadian Securities Administrators (CSA) are publishing for a 90 day comment period draft amendments to:

- *Policy Statement to Regulation 21-101 respecting Marketplace Operation;*
- *Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations, including Form 31-103F1, Calculation of Excess Working Capital;*
- *Regulation 33-109 respecting Registration Information, including Form 33-109F6, Firm Registration;*
- *Regulation 41-101 respecting General Prospectus Requirements;*
- *Regulation 44-101 respecting Short Form Prospectus Distributions (**Regulation 44-101**), including Form 44-101F1, Short Form Prospectus;*
- *Policy Statement to Regulation 44-101 respecting Short Form Prospectus Distributions;*
- *Regulation 44-102 respecting Shelf Distributions;*
- *Policy Statement to Regulation 44-102 respecting Shelf Distributions;*
- *Regulation 45-106 respecting Prospectus and Registration Exemptions (**Regulation 45-106**);*
- *Regulation 51-102 respecting Continuous Disclosure Obligations;*
- *National Policy 51-201: Disclosure Standards;*
- *Regulation 81-101 respecting Mutual Fund Prospectus Disclosure;*
- *Regulation 81-102 respecting Mutual Funds (**Regulation 81-102**);*
- *Policy Statement to Regulation 81-102 respecting Mutual Funds;*
- *Regulation 81-106 respecting Investment Fund Continuous Disclosure;*

(collectively, the **DRO Consequential Amendments**). The DRO Consequential Amendments are published with this Notice.

2. Background

On January 27, 2012, the CSA published a notice (the **January Notice**) regarding the adoption of *Regulation 25-101 respecting Designated Rating Organizations (**Regulation 25-101**)*, related consequential amendments and *Policy Statement 11-205 respecting Process for Designation of Credit Rating Organizations in Multiple Jurisdictions*, which came into effect on April 20, 2012. Regulation 25-101 imposes requirements on those credit rating agencies or organizations (**CROs**) that wish to have their credit ratings

eligible for use in securities legislation by requiring them to apply to become a “designated rating organization” (**DRO**) and adhere to rules concerning conflicts of interest, governance, conduct, compliance and required filings (the **DRO Regime**). This regulatory framework is consistent with international regimes applicable to CROs.

In the January Notice, the CSA indicated that, following the implementation of Regulation 25-101 and the application for designation by interested CROs, the CSA would propose to make the DRO Consequential Amendments in order to implement the DRO Regime.

On April 30, 2012, the CSA announced the designation of DBRS Limited, Fitch, Inc., Moody’s Canada Inc., and Standard & Poor’s Rating Services (Canada) as DROs under applicable securities legislation, as contemplated under Regulation 25-101 (the **April Designation Orders**). The four rating agencies granted DRO status are in compliance in all material respects with U.S. federal securities laws applicable to a nationally recognized statistical rating organization (NRSRO). The April Designation Orders make each of the DROs subject to regulation under applicable Canadian securities legislation and provide a six month transition period to fully implement all requirements set out in Regulation 25-101. Once they have done so, the CSA expect to issue and announce amended and restated designation orders under the terms of Regulation 25-101.

3. Substance and Purpose of the DRO Consequential Amendments

Many investors and intermediaries rely on credit ratings when making investment decisions about debt securities and other structured products. Canadian securities legislation also includes a number of references to credit ratings. Some of these provisions permit different treatment based on the credit rating. For example, highly rated short-term debt securities can be distributed under an exemption from registration and prospectus requirements¹, can be distributed by short-form prospectus², are “qualified securities”³ for mutual funds and are eligible investments for money-market funds⁴. These provisions currently include references to “approved rating”, “approved credit rating”, “approved rating organization” and “approved credit rating organization”.

The DRO Consequential Amendments will replace these existing references to “approved rating organization”, and “approved credit rating organization” with “designated rating organization”. Similarly, the terms “approved rating” and “approved credit rating” will be replaced with “designated rating” and amended to include a rating provided by a DRO affiliate, another defined term in Regulation 25-101.

We are also publishing for comment a related consequential amendment to Item 7.9 of Form 44-101F1 *Short Form Prospectus* to clarify that the disclosure of an issuer’s

¹ See section 2.35 of Regulation 45-106.

² See sections 2.3, 2.4 and 2.6 of Regulation 44-101.

³ See the definition of “qualified security” in section 1.1 of Regulation 81-102.

⁴ See the definition of “money market fund” in section 1.1 of Regulation 81-102.

relationship with a CRO is limited to the securities being distributed under a short form prospectus.

4. Local Notices and Amendments

Certain jurisdictions are publishing other information required by local securities legislation as an appendix to this Notice.

5. Comments

We request your comments on the DRO Consequential Amendments. Please provide your comments in writing by **October 24, 2012**. If you are not sending your comments by email, an electronic file containing the submissions should also be provided (Windows format, Word).

Please address your submission to the following Canadian securities regulatory authorities:

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
New Brunswick Securities Commission
Superintendent of Securities, Prince Edward Island
Nova Scotia Securities Commission
Securities Commission of Newfoundland and Labrador
Superintendent of Securities, Yukon Territory
Superintendent of Securities, Northwest Territories
Superintendent of Securities, Nunavut

Please deliver your comments **only** to the addresses that follow. Your comments will be distributed to the other participating CSA member jurisdictions.

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Please note that comments received will be made publicly available and posted at www.osc.gov.on.ca and the websites of certain other securities regulatory authorities. We cannot keep submissions confidential because securities legislation in certain provinces requires that a summary of the written comments received during the comment period be published.

6. Questions

If you have any questions, please refer them to any of the following:

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July 26, 2012

**AMENDMENT TO POLICY STATEMENT TO REGULATION 21-101
RESPECTING MARKETPLACE OPERATION**

1. Section 10.1 of *Policy Statement to Regulation 21-101 respecting Marketplace Operation* is amended by replacing paragraph (6) with the following:

“(6) An “investment grade corporate debt security” is a corporate debt security that is rated by a designated rating organization, or its DRO affiliate, that is at or above one of the following rating categories or that is at or above a category that preceded or replaces one of the following rating categories:

Designated Rating Organization	Long Term Debt	Short Term Debt
DBRS Limited	BBB	R-2
Fitch, Inc.	BBB	F3
Moody’s Canada Inc.	Baa	Prime-3
Standard & Poor’s Ratings Services (Canada)	BBB	A-3

”.

**REGULATION TO AMEND REGULATION 31-103 RESPECTING
REGISTRATION REQUIREMENTS, EXEMPTIONS AND ONGOING
REGISTRANT OBLIGATIONS**

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (11) and (34))

1. Section 8.21 of Regulation 31-103 respecting Registration Requirements, Exemptions and Ongoing Registrant Obligations is amended:

(1) in paragraph (1):

(a) by replacing, in the definition of the expression “approved credit rating”, the words “approved credit” with the word “designated”;

(b) by replacing, in the definition of the expression “approved credit rating organization”, the words “approved credit” with the word “designated”;

(c) by inserting, after the definition of the expression “designated rating organization”, the following:

““DRO affiliate” has the same meaning as in section 1 of Regulation 25-101 respecting Designated Rating Organizations (R.R.Q., c. V-1.1, r. 8.1);”;

(2) by replacing, in subparagraph (b) of paragraph (2), the words “an approved credit rating from an approved credit rating organization” with the words “a designated rating from a designated rating organization or its DRO affiliate”.

2. Schedule 1 of Form 31-103F1 of the Regulation is amended by replacing, in subparagraph (i) of subparagraph (a) of paragraph (2), the words “Moody’s Investors Service, Inc. or Standard & Poor’s Corporation” with the words “Moody’s Canada Inc. or its DRO affiliate or Standard & Poor’s Rating Services (Canada) or its DRO affiliate”.

3. This Regulation comes into force on (*insert the date of coming into force of this Regulation*).

**REGULATION TO AMEND REGULATION 33-109 RESPECTING
REGISTRATION INFORMATION**

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1))

1. Form 33-109F1 of Regulation 33-109 respecting Registration Information is amended by replacing, in the French text of point 7 of item 5, the words “activités parallèles” with the words “activités professionnelles”.

2. Form 33-109F6 of the Regulation is amended:

(1) by replacing, in the French text of item 7.1, the word “Pays” with the word “Territoire”;

(2) by replacing, in subparagraph (i) of subparagraph (a) of Schedule 1 of Form 31-103F1, the words “Moody’s Investors Service, Inc. or Standard & Poor’s Corporation” with the words “Moody’s Canada Inc. or its DRO affiliate or Standard & Poor’s Rating Services (Canada) or its DRO affiliate”.

3. This Regulation comes into force on (*insert the date of coming into force of this Regulation*).

REGULATION TO AMEND REGULATION 41-101 RESPECTING GENERAL PROSPECTUS REQUIREMENTS

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (11) and (34))

1. Section 1.1 of Regulation 41-101 respecting General Prospectus Requirements is amended:

(1) by replacing, in the definition of the expression “approved rating organization”, the word “approved” with the word “designated”;

(2) by inserting, after the definition of the expression “designated foreign jurisdiction”, the following:

““DRO affiliate” has the same meaning as in section 1 of Regulation 25-101 respecting Designated Rating Organizations (R.R.Q., c. V-1.1, r. 8.1);”.

2. Section 7.2 of the Regulation is amended by replacing, in paragraph (2), the words “approved rating organization” with the words “designated rating organization or its DRO affiliate”.

3. Section 10.1 of the Regulation is amended by replacing, in paragraph (4), the words “an approved rating organization” with the words “a designated rating organization or its DRO affiliate”.

4. Form 41-101F1 of the Regulation is amended by replacing paragraph (3) of item 22.1 with the following:

“(3) For the purposes of subsection (2), “order” means any of the following, if in effect for a period of more than 30 consecutive days:

(a) a cease trade order,

(b) an order similar to a cease trade order, or

(c) an order that denied the relevant person access to any exemption under securities legislation.”.

5. This Regulation comes into force on *(insert the date of coming into force of this Regulation)*.

REGULATION TO AMEND REGULATION 44-101 RESPECTING SHORT FORM PROSPECTUS DISTRIBUTIONS

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (6), (8) and (34))

1. Section 1.1 of Regulation 44-101 respecting Short Form Prospectus Distributions is amended:

(1) by replacing the definition of the expression “approved rating” with the following:

““designated rating” means, for a security, a rating issued by a designated rating organization, or its DRO affiliate, that is at or above one of the following rating categories or that is at or above a category that replaces one of the following rating categories:

Designated Rating Organization	Long Term Debt	Short Term Debt	Preferred Shares
DBRS Limited	BBB	R-2	Pfd-3
Fitch, Inc.	BBB	F3	BBB
Moody’s Canada Inc.	Baa	Prime-3	« baaa »
Standard & Poor’s Ratings Services (Canada)	BBB	A-3	P-3

”;

(2) in the definition of the expression “cash equivalent”:

(a) by replacing, in paragraph (b), the words “an approved rating” with the words “a designated rating”;

(b) by replacing, in paragraph (c), the words “an approved rating from any approved rating organization” with the words “a designated rating from any designated rating organization or its DRO affiliate”;

(3) by inserting, after the definition of the expression “current annual financial statements”, the following:

““DRO affiliate” has the same meaning as in section 1 of Regulation 25-101 respecting Designated Rating Organizations (R.R.Q., c. V-1.1, r. 8.1);”.

2. Sections 2.3, 2.4 and 2.6 of the Regulation are amended by replacing, wherever they occur, the word “approved” with the word “designated”, the words “an approved” with the words “a designated”, and the words “rating organization” with the words “rating organization or its DRO affiliate”.

3. Form 44-101F1 of the Regulation is amended:

(1) by replacing, in item 7.9, the words “securities of the issuer that are outstanding, or will be outstanding,” with the words “the securities being distributed”;

(2) by replacing paragraph (3) of item 16.1 with the following:

“(3) For the purposes of subsection (2), “orders” means any of the following, if in effect for a period of more than 30 consecutive days:

(a) a cease trade order,

(b) an order similar to a cease trade order, or

(c) an order that denied the relevant person access to any exemption under securities legislation.”.

4. This Regulation comes into force on (*insert the date of coming into force of this Regulation*).

**AMENDMENTS TO POLICY STATEMENT TO REGULATION 44-101
RESPECTING SHORT FORM PROSPECTUS DISTRIBUTIONS**

- 1.** Section 1.7 of *Policy Statement to Regulation 44-101 respecting Short Form Prospectus Distributions* is amended by replacing, in paragraph (1), the words “Approved rating” with the words “Designated rating” and, wherever they occur, the words “an approved rating” with the words “a designated rating” and the words “rating agency” with the words “designated rating organization or its DRO affiliate”.
- 2.** Section 2.2 of the Policy Statement is amended by replacing, in paragraph (1), the word “approved” with the word “designated”.
- 3.** Section 2.4 of the Policy Statement is amended, in subparagraph (2) of paragraph (2), by replacing, wherever they occur, the words “an approved rating” with the words “a designated rating”, and by replacing the words “approved rating organization” with the words “designated rating organization or its DRO affiliate”.

REGULATION TO AMEND REGULATION 44-102 RESPECTING SHELF DISTRIBUTIONS

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1) and (6))

- 1.** Sections 2.3, 2.4 and 2.6 of Regulation 44-102 respecting Shelf Distributions are amended by replacing, wherever they occur, the word “approved” with the word “designated”, the words “an approved” with the words “a designated” and the words “rating organization” with the words “rating organization or its DRO affiliate”.
- 2.** This Regulation comes into force on (*insert the date of coming into force of this Regulation*).

**AMENDMENT TO POLICY STATEMENT TO REGULATION 44-102
RESPECTING SHELF DISTRIBUTIONS**

1. Section 2.6 of *Policy Statement to Regulation 44-102 respecting Shelf Distributions* is amended, in paragraph (2), by replacing the words “approved rating organizations” with the words “designated rating organizations or their DRO affiliates”.

REGULATION TO AMEND REGULATION 45-106 RESPECTING PROSPECTUS AND REGISTRATION EXEMPTIONS

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (11) and (34))

1. Section 1.1 of Regulation 45-106 respecting Prospectus and Registration Exemptions is amended:

(1) by replacing, in the definition of the expression “approved credit rating”, the words “approved credit” with the word “designated”;

(2) by replacing, in the definition of the expression “approved credit rating organization”, the words “approved credit” with the word “designated”;

(3) by inserting, after the definition of the expression “director”, the following:

““DRO affiliate” has the same meaning as in section 1 of Regulation 25-101 respecting Designated Rating Organizations (R.R.Q., c. V-1.1, r. 8.1);”.

2. Section 2.34 of the Regulation is amended by replacing, in subparagraph (b) of paragraph (2), the words “an approved credit rating from an approved credit rating organization” with the words “a designated rating from a designated rating organization or its DRO affiliate”.

3. Section 2.35 of the Regulation is amended by replacing paragraph (b) with the following:

“(b) has a designated rating from a designated rating organization or its DRO affiliate.”.

4. Section 3.34 of the Regulation is amended by replacing, in subparagraph (b) of paragraph (2), the words “an approved credit rating from an approved credit rating organization” with the words “a designated rating from a designated rating organization or its DRO affiliate”.

5. Section 3.35 of the Regulation is amended by replacing paragraph (b) with the following:

“(b) has a designated rating from a designated rating organization or its DRO affiliate.”.

6. This Regulation comes into force on *(insert the date of coming into force of this Regulation)*.

REGULATION TO AMEND REGULATION 51-102 RESPECTING CONTINUOUS DISCLOSURE OBLIGATIONS

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1) and (34))

1. Section 1.1 of Regulation 51-102 respecting Continuous Disclosure Obligations is amended:

(1) by replacing the definition of the expression “approved rating organization” with the following:

““designated rating organization” means

(a) each of DBRS Limited, Fitch, Inc., Moody’s Canada Inc., and Standard & Poor’s Ratings Services (Canada), including their DRO affiliates; or

(b) any other credit rating organization that has been designated under securities legislation;”;

(2) by inserting, after the definition of the expression “date of transition”, the following:

““DRO affiliate” has the same meaning as in section 1 of Regulation 25-101 respecting Designated Rating Organizations (c. V-1.1, r. 8.1);”.

2. Form 51-102F2 of the Regulation is amended by replacing, paragraph (1.1) of item 10.2 with the following:

“(1.1) For the purposes of subsection (1), “order” means any of the following, if in effect for a period of more than 30 consecutive days:

(a) a cease trade order;

(b) an order similar to a cease trade order; or

(c) an order that denied the relevant company access to any exemption under securities legislation.”.

3. This Regulation comes into force on *(insert the date of coming into force of this Regulation)*.

AMENDMENT TO NATIONAL POLICY 51-201, DISCLOSURE STANDARDS

1. Section 3.3 of *National Policy 51-201, Disclosure Standards* is amended by replacing, in paragraph (7), the words “approved rating agencies” with the words “designated rating organizations” and, in note 19, the word “approved” with the word “designated”.

REGULATION TO AMEND REGULATION 81-101 RESPECTING MUTUAL FUND PROSPECTUS DISCLOSURE

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (11))

- 1.** Section 2.6 of Regulation 81-101 respecting Mutual Fund Prospectus Disclosure is amended by replacing, in paragraph (4), the words “an approved rating organization” with the words “a designated rating organization or its DRO affiliate”.
- 2.** This Regulation comes into force on (*insert the date of coming into force of this Regulation*).

REGULATION TO AMEND REGULATION 81-102 RESPECTING MUTUAL FUNDS

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1), (11), (16), (17) and (34))

1. Section 1.1 of Regulation 81-102 respecting Mutual Funds is amended:

(1) by replacing the definition of the expression “approved credit rating” with the following:

““designated rating” means, for a security or instrument, a rating issued by a designated rating organization, or its DRO affiliate, that is at or above one of the following rating categories, or that is at or above a category that replaces one of the following rating categories, if

(a) there has been no announcement by the designated rating organization or its DRO affiliate of which the mutual fund or its manager is or reasonably should be aware that the rating of the security or instrument to which the designated rating was given may be down-graded to a rating category that would not be a designated rating, and

(b) no designated rating organization or any of its DRO affiliates has rated the security or instrument in a rating category that is not a designated rating:

Designated Rating Organization	Commercial Paper/ Short Term Debt	Long Term Debt
DBRS Limited	R-1 (low)	A
Fitch, Inc.	F1	A
Moody’s Canada Inc.	P-1	A2
Standard & Poor’s Ratings Services (Canada)	A-1 (Low)	A

”;

(2) by replacing the definition of the expression “approved credit rating organization” with the following:

““designated rating organization” means

(a) each of DBRS Limited, Fitch, Inc., Moody’s Canada Inc., and Standard & Poor’s Ratings Services (Canada), including their DRO affiliates; or

(b) any other credit rating organization that has been designated under securities legislation;”;

(3) by replacing, in paragraph (f) of the definition of the expression “cash cover”, the words “an approved credit rating” with the words “a designated rating”;

(4) in the definition of the expression “cash equivalent”:

(a) by replacing, in paragraph (b), the words “an approved credit rating” with the words “a designated rating”;

(b) by replacing, in paragraph (c), the words “an approved credit rating organization have an approved credit rating” with the words “a designated rating organization or its DRO affiliate have a designated rating”;

(5) by inserting, after the definition of the expression “delta”, the following:

““DRO affiliate” has the same meaning as in section 1 of Regulation 25-101 respecting Designated Rating Organizations (R.R.Q., c. V-1.1, r. 8.1);”;

(6) by replacing, wherever they occur in the definition of the expression “floating rate evidence of indebtedness”, the words “an approved credit rating” with the words “a designated rating”;

(7) by replacing, in subparagraph (iii) of paragraph (d) of the definition of the expression “money market fund”, the words “an approved credit rating” with the words “a designated rating”;

(8) in the definition of the expression “qualified security”:

(a) in paragraph (a):

(i) by replacing, in subparagraph (ii), the words “an approved credit rating” with the words “a designated rating”;

(ii) by replacing, in subparagraph (iii), the words “an approved credit rating organization have an approved credit rating” with the words “a designated rating organization or its DRO affiliate have a designated rating”;

(b) by replacing, in paragraph (b), the words “an approved credit rating” with the words “a designated rating”.

2. Section 2.7 of the Regulation is amended:

(1) by replacing, wherever they occur in paragraph (1), the words “an approved credit rating” with the words “a designated rating”;

(2) by replacing, in paragraph (2), the words “approved credit rating” with the words “designated rating”.

3. Section 2.12 of the Regulation is amended by replacing, in subparagraph (d) of subparagraph 6 of paragraph (1), the words “an approved credit rating organization have an approved credit rating” with the words “a designated rating organization or its DRO affiliate have a designated rating”.

4. Section 2.18 of the Regulation is amended by replacing, in subparagraph (iii) of subparagraph (a) of paragraph (1), the words “an approved credit rating” with the words “a designated rating”.

5. Section 4.1 of the Regulation is amended:

(1) by replacing, in subparagraph (b) of paragraph (4), the words “an approved rating by an approved credit rating organization” with the words “a designated rating by a designated rating organization or its DRO affiliate”;

(2) by replacing, in paragraph (4.1), the word “approved” with the word “designated”.

6. Section 15.3 of the Regulation is amended, in paragraph (5):

(1) by replacing, in subparagraph (a), the words “an approved credit rating organization” with the words “a designated rating organization or its DRO affiliate”;

(2) by replacing, in subparagraph (b), the words “approved credit rating organization” with the words “designated rating organization or any of its DRO affiliates”;

(3) by replacing subparagraph (c) with the following:

“(c) no designated rating organization or any of its DRO affiliates is currently rating the securities at a lower level.”.

7. This Regulation comes into force on (*insert the date of coming into force of this Regulation*).

**AMENDMENT TO POLICY STATEMENT TO REGULATION 81-102
RESPECTING MUTUAL FUNDS**

1. Section 3.1 of *Policy Statement to Regulation 81-102 respecting Mutual Funds* is amended by replacing, wherever they occur in paragraph (4), the words “approved credit rating organizations” with the words “designated rating organizations or their DRO affiliates” and the words “Standard & Poor’s” with the words “Standard & Poor’s Rating Services (Canada) or its DRO affiliate”.

**REGULATION TO AMEND REGULATION 81-106 RESPECTING
INVESTMENT FUND CONTINUOUS DISCLOSURE**

Securities Act

(R.S.Q., c. V-1.1, s. 331.1, par. (1) and (8))

1. Section 3.5 of Regulation 81-106 respecting Investment Fund Continuous Disclosure is amended by replacing, in subparagraph (d) of paragraph (6), the words “approved credit” with the words “designated”.
2. This Regulation comes into force on (*insert the date of coming into force of this Regulation*).