

**THE COMMODITY FUTURES ACT** ) **Order No. 6311**  
 )  
**Section 66(1)** ) **May 2, 2011**

**BROCKHOUSE & COOPER INC.**

**WHEREAS:**

(A) Brockhouse & Cooper Inc. (the “Applicant”) has applied to The Manitoba Securities Commission (the “Commission”) for an order pursuant to section 66(1) of *The Commodity Futures Act* (Manitoba) (the “CFA”) exempting the Application from the requirements of Section 3.17 of MSC Rule 2000-11 (the “Rule”).

(B) The Applicant has represented to the Commission that:

(1) The Applicant has its head office in Montreal, Quebec;

(2) The Application is a member of IIROC in Canada and FINRA in the United States;

(3) The Applicant is a member of the London Stock Exchange, an Approved participant in the Bourse de Montreal Inc. and a participating organization in the Toronto Stock Exchange and the TSX Venture Exchange. It is currently registered as an Investment Dealer in Alberta, British Columbia, Manitoba, Ontario, Quebec and Saskatchewan. In Ontario, it is further registered as an Exempt Market Dealer. Finally, it is also registered as a Derivatives Dealer in Quebec and a Futures Commission Merchant in Ontario;

(4) The Applicant is in the process of obtaining registration as a futures commission merchant under the CFA;

(5) Section 3.17 of the Rule provides that a registrant under the CFA must be a member of a registered commodity futures exchange;

(6) The only registered commodity futures exchange under the CFA is the ICE Futures Canada, Inc. (“ICE”);

(7) The Applicant does not trade on a commodity futures exchange registered under CFA.

(C) Based on the foregoing, the Commission is of the opinion that it would not be prejudicial to the public interest to grant the order requested.

**IT IS ORDERED:**

**1. THAT** pursuant to section 66(1) of the CFA, the Applicant, once registered as a futures commission merchant under the CFA, is exempt from the requirement of section 3.17 of the Rule to be a member of a commodity futures exchange registered under the CFA provided that the Applicant immediately notifies the Commission if it becomes a member of commodity futures exchange registered under CFA, or intends to, directly, effect trades on the exchange.

**2. THAT** the fee for this Order is \$650.00

**BY ORDER OF THE COMMISSION**

**Director - Legal**