



**Information and Privacy
Commissioner/Ontario**
**Commissaire à l'information
et à la protection de la vie privée/Ontario**

ORDER P-677

Appeal P-9200644

Ontario Securities Commission



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INTERIM ORDER

BACKGROUND:

The Ontario Securities Commission (the OSC), an agency of the Ministry of Financial Institutions (now the Ministry of Finance) (the Ministry) received a request for access under the Freedom of Information and Protection of Privacy Act (the Act). The requester indicated that she was acting on behalf of a named limited partnership, its general partner and 73 named individual limited partners.

In the fall of 1988, the OSC commenced an investigation into the activities of nine companies and two individuals. The request was for the following information related to this investigation:

1. any documents obtained from our clients, either directly or via counsel, in the course of the investigation;
2. any notes, reports or other documents which record information obtained from any of our clients, either directly or via counsel, during the course of the investigation;
3. any documents obtained from our clients' counsel, or any notes, documents, or other reports which record information obtained or statements made by our clients' counsel, during the course of the investigation;
4. any other documents which are relevant to the [named limited partnership] private placement which was the subject of the OSC investigation;
5. any transcripts of evidence given by anyone, including our clients, and their counsel in respect of this matter, whether in the hearing or hearings or otherwise; and
6. any investigation reports, witness statements, legal opinions or other documents regarding this matter.

The requester indicated that she was prepared to view those documents which would be produced to her prior to requesting copies of them.

The OSC subsequently identified numerous records as being responsive to the request. It disclosed a number of them to the requester and denied access to several hundred others, indexed as 144 item numbers, pursuant to sections 13(1), 14(1)(c), 14(2)(a), 15(b), 17(1), 19 and 21 of the Act. The requester appealed the decision of the OSC.

During mediation, the appellant agreed to eliminate a number of records or parts of records from the scope of the appeal. Further mediation was not possible and notice that an inquiry was being conducted to review the decision of the OSC was sent to the Ministry, the OSC and the appellant. Representations were received from counsel for the OSC, on behalf of the Ministry, and the appellant.

In its representations, the OSC withdrew its reliance on the exemption provided by section 14(1)(c) of the Act. As this is a discretionary exemption, I will not consider it in this order.

In addition, the OSC submitted that it had determined that section 17(1) of the Act was not applicable to the records for which it had been initially claimed. The OSC stated that "The records will, therefore, be disclosed unless otherwise confidential". To date, the OSC has not disclosed these records. As section 17(1) is a mandatory exemption, I will still consider its application in this order.

While these representations were being considered, Commissioner Tom Wright issued Order M_170 which interpreted several statutory provisions of the Municipal Freedom of Information and Protection of Privacy Act in a way which differed from the interpretation in previous orders. Since a new approach to the operation of the Municipal Freedom of Information and Protection of Privacy Act was being adopted and because similar statutory provisions under the Act are at issue in the present appeal, it was determined that copies of Order M-170 should be provided to the parties. The parties were then afforded the opportunity to state whether the contents of Order M-170 would cause them to change or supplement the representations which they had previously made. Additional representations were received from counsel for the OSC. The appellant advised that she would be relying on the representations previously submitted.

THE RECORDS:

Prior to describing the records at issue and the exemptions claimed to exempt them from disclosure, I believe it would be useful to provide some background information about the investigation that led to the creation of the records.

THE INVESTIGATION

In late October or November of 1988, some radio advertisements regarding investments in a limited partnership (LP) came to the attention of OSC staff. This led to contacts between the OSC and counsel for the LP and representatives of Company B, which was the official agent offering units in the LP for sale to the public.

Also in November 1988, an employee of Company B resigned his position and provided information to the OSC concerning the LP offering and, specifically, Company B's involvement.

The OSC reviewed the offering memorandum for purchase of the LP units and began an informal investigation and audit of the books and records of Company B regarding the LP offering, beginning in November 1988.

The OSC's review included other companies involved in the LP offering, such as the LP's general partner (Company A), and two companies involved in financing the purchase of LP units. The investigation also covered certain named individuals.

The OSC determined that there were some problems with the offering of the LP units and sought authorization to begin a formal investigation, which was undertaken beginning at the end of January 1989. A temporary "cease trade" order was made by the OSC. This temporary "cease trade" order was later extended indefinitely. In addition, a "freeze order" was issued against LP's bank account.

Following the bank account freeze and the "cease trade" order, the LP began to experience financial difficulties. OSC staff entered into discussions with representatives of the LP to attempt to bring the offering into compliance with the Securities Act. Agreement in principle was reached, but the mechanics of putting the agreement in place concerning rescission rights for the investors were not settled.

The LP was involved in a joint venture agreement with Company S, regarding the development of real property in Mississauga. Company S indicated its intention to exercise its default rights under the joint venture agreement against the LP, to require a conveyance to itself of the real property. The OSC registered a Notice under section 16(4) of the Securities Act against the title to the property, to prevent further dealings and to protect any interest the LP investors might have in the property.

Company S wished to convey the Mississauga property to another company and these two companies had discussions with the OSC about their proposals to ensure protection of the LP investors. Company A was also having discussions with the OSC about its own proposals. Two further proposals were also put forward by other companies.

The LP investors formed a group and hired their own lawyer. At a special meeting of the LP in September 1989, various proposals concerning the real property were presented to the investors and one was accepted. At this meeting, the investors also agreed to remove the LP's existing general partner, Company A.

Subsequently, the LP investors appointed a new general partner, Company F. The name of the limited partnership was changed in June 1990 (the new LP).

Various hearings into the LP offering were held in August and September of 1989 and March and July of 1990. The OSC eventually issued a decision with respect to the offering of LP units to the public in February 1991, in which it found that the offering did not comply with the Securities Act.

The new LP and Company F as well as a number of individual investors are now the clients represented by the appellant, seeking access to the OSC's investigation records.

THE RECORDS

The records at issue in this appeal may be generally described as notes, memoranda, correspondence, interview notes and statements, police checks, financial information and draft directions and orders related to the OSC investigation described above.

Non-Responsive Records

Record 32 contains two parts - an OSC "company inquiry" and a "salesperson inquiry". The company inquiry does not deal with any of the companies involved in the OSC investigation. Accordingly, I find that this portion of Record 32 (pages 1-3 and the top half of page 4, excluding one line) is not responsive to the request.

Record 82 consists of an internal OSC covering memorandum and an attached letter. The memorandum seeks advice about the query posed in the letter which concerns a named individual. Having carefully reviewed this record, I find that it is not responsive to the appellant's request for records relating to the OSC's investigation of particular named companies and individuals. I will therefore not consider this record in this order.

Record 91 contains summaries of legal issues which have been considered by the General Counsel's Office of the OSC. Only page 10 of these summaries remains at issue. Having considered the appellant's request and the record, I find that it is not responsive to the appellant's request as it does not concern the OSC's investigation of any of the named companies or individuals specified by the appellant. Accordingly, it will not be considered in my order.

Records 108 and 109 form a legal account for services rendered by counsel to the OSC relating to the LP offering and OSC hearings. Record 108 provides the total amount of fees plus disbursements while Record 109 supplies details of the fees and the services rendered. In my view, these records are not responsive to the request in that they do not fall into the categories of records requested concerning the OSC investigation.

Duplicates

Where there are duplicate records or pages, the decision made for any record or page will apply to its duplicate. The following records are duplicates:

RECORD	DUPLICATE
23	55
39	117
71 (pages 1 and 2)	75 (pages 3 and 4)
71 (page 3)	75 (page 17)
71 (page 4)	75 (page 16)

71 (page 5)	75 (page 1)
75 (pages 7 and 8)	75 (pages 9 and 10)

Records Previously Disclosed

Some of the records now claimed to be exempt from disclosure by the OSC have, in fact, been disclosed previously to the appellant in response to the request. These records are listed on the index of records disclosed (IRD) provided by the OSC to the appellant and to the Commissioner's office. These records should be disclosed to the appellant and will not be considered in this order. The records and their corresponding IRD references are as follows:

RECORD	IRD REFERENCE
40	96: Tab 16
71 (pages 3, 4 and 5)	97: Tab 41
75 (page 15)	97: Tab 62
75 (pages 5, 6, 7 and 8)	97: Tab 63
76EE	26
76X	97: Tab 25
92 (page 5)	96: Tab 5
140 (statements of five named witnesses)	220

Records Filed as Exhibits

Some of the records claimed to be exempt from disclosure were filed as exhibits before the OSC in the hearings involving one of the companies in which the appellant's clients had an interest. These records and their corresponding exhibit numbers are as follows:

RECORD	EXHIBIT NUMBER
1	3
2	8
89	21
95	16

Counsel for the OSC states that the documents filed as exhibits at the hearing were made available to the parties involved in the hearings. She also states that they are publicly available. In these circumstances, Records 1, 2, 89 and 95 should be disclosed to the appellant and will not be considered in this order.

Records/Exemptions at Issue

In its representations, the OSC identified three records, 101, 137 and 138, which it stated it was prepared to disclose to the appellant. However, as these records contain information which may be subject to the mandatory exemptions in sections 17 and 21 of the Act I will consider them under the relevant issues in this order.

In addition, although the OSC claimed that section 21 of the Act applies to Records 94 and 106, it submitted no representations on these records. However, as section 21 is a mandatory exemption, if necessary, I will consider its application to these records. On this basis, I will also consider the application of section 21 to any other applicable records.

The records at issue are more fully described in Appendix "A", which also indicates any duplicates, whether the record was previously released, the exemption claimed for each record and the disposition of the record in this order.

This Interim Order will address all the issues arising in respect of all the records with the exception of portions of Records 48 and 92, and Record 101 in its entirety. I will dispose of these records in a Final Order which will be issued after the companies which may be affected by the disclosure of these records have been notified.

ISSUES:

The remaining issues arising in this appeal are:

- A. Whether the information contained in the records qualifies as "personal information" as defined in section 2(1) of the Act.
- B. Whether the discretionary exemptions provided by sections 19 and 49(a) of the Act apply.
- C. Whether the discretionary exemption provided by section 14(2)(a) of the Act applies.
- D. If the answer to Issue A is yes, whether the mandatory exemption provided by section 21 of the Act applies to the personal information contained in the records.
- E. Whether the discretionary exemption provided by section 13(1) of the Act applies.
- F. Whether the mandatory exemption provided by section 17 of the Act applies.

Because of the manner in which I have dealt with Records 64 and 85 under Issues A and D, it is not necessary for me to consider the application of section 15(b) of the Act to these records.

SUBMISSIONS/CONCLUSIONS:

ISSUE A: Whether the information contained in the records qualifies as "personal information" as defined in section 2(1) of the Act.

"Personal information" is defined in section 2(1) of the Act which states, in part:

"personal information" means recorded information about an identifiable individual, including,

the individual's name where it appears with other personal information relating to the individual or where the disclosure of the name would reveal other personal information about the individual;

It has been established in a number of previous orders that information provided by an individual in a professional capacity or in the execution of employment responsibilities is not "personal information" (Orders P-326, P-333 and P-377). In this appeal, much of the information about named individuals appears in the context of their professional capacity, either as employees of the OSC, as counsel or as officers or employees of a company. In my view, this information about these individuals is not their "personal information" as defined in the Act.

Further, information which relates to non-natural persons, such as companies, limited partnerships and other business entities is not "personal" information as defined in the Act (Orders 16 and 53).

However, some records do contain information which falls within the definition of "personal information". In some cases, the personal information relates solely to individuals represented by the appellant. In other cases, the records also contain personal information of other individuals who are not the clients of the appellant. Certain other records contain only the personal information of individuals other than those represented by the appellant. The personal information of the appellant's clients is contained in Records 84, 110, 125, 126, 132 and portions of Records 38, 135 and 140.

These records will be addressed under the appropriate issues.

ISSUE B: Whether the discretionary exemptions provided by sections 19 and 49(a) of the Act apply.

The records for which the OSC has claimed the section 19 exemption are: Records 3-4, 6-10, 12, 15-27, 30, 31, 33, 34, 36-39, 43-46, 49-54, 56-71, 75-77, 79, 82, 84, 86, 91, 92, 94, 97, 98, 100, 105, 106, 107, 110, 112, 113, 117, 119-121, 123-127, 129-136, 139-141, 143 and 144.

Section 19 of the Act states:

A head may refuse to disclose a record that is subject to solicitor-client privilege or that was prepared by or for Crown counsel for use in giving legal advice or in contemplation of or for use in litigation.

This section consists of two branches, which provide the Ministry with the discretion to refuse to disclose:

1. a record that is subject to the common law solicitor-client privilege (Branch 1); and
2. a record which was prepared by or for Crown counsel for use in giving legal advice or in contemplation of or for use in litigation (Branch 2).

In order to qualify for exemption under Branch 1 (the common law solicitor-client privilege), the Ministry must provide evidence that the record satisfies either of the following tests:

1. (a) there is a written or oral communication, **and**
(b) the communication must be of a confidential nature, **and**
(c) the communication must be between a client (or his agent) and a legal advisor, **and**
(d) the communication must be directly related to seeking, formulating or giving legal advice;

OR

2. the record was created or obtained especially for the lawyer's brief for existing or contemplated litigation.

[Order 49]

Two criteria must be satisfied in order for a record to qualify for exemption under Branch 2:

1. the record must have been prepared by or for Crown counsel; and
2. the record must have been prepared for use in giving legal advice, or in contemplation of litigation, or for use in litigation.

[Order 210]

BRANCH ONE

Record 79

Record 79 consists of a covering memo to OSC counsel requesting review and approval of an attached draft document to which a note has been added by counsel. Page two is the draft document. I find that this record qualifies under the first part of Branch 1 of section 19. It is a written communication of a confidential nature between a client, OSC staff, and a legal advisor and is directly related to the seeking of legal advice.

BRANCH TWO

Records 3, 6, 10, 12 and 76R were created at an early stage of the OSC's investigation into the LP offering. These records consist of meeting notes, notes regarding telephone calls, background checks on named individuals and interview notes. I am not persuaded that these records were created for use in, or in contemplation of litigation, as it is my view that they were created as part of the informal investigation. Accordingly, I find that Records 3, 6, 10, 12 and 76R are not exempt under either branch of the section 19 exemption.

Record 38 is a binder of notes, generally witness statements, prepared by Crown counsel for the OSC for use at the hearings into the LP offering.

As I said in Order M-162, the fact that the litigation involved hearings before an administrative tribunal, the OSC, rather than a court, does not negate the application of this Branch of the section 19 exemption. I find that this record qualifies for exemption under Branch 2 of section 19, as it was prepared by or for Crown counsel for use in litigation.

A further group of records were prepared by or for Crown counsel in contemplation of, or for use in litigation, in this case, being the hearings into the LP offering which took place at various dates in 1989 and 1990. I find that these records qualify for exemption under Branch 2 of section 19: Records 18, 25, 27, 31, 33, 36, 39, 43, 49, 50, 52, 54 (pages 2-9), 76K, 76T, 77, 84, 98, 100, 105, 106, 110, 112, 113, 126, 129, 130, 134-136, 140 (excluding the five witness statements previously disclosed), 143 and 144.

A number of other records consist of handwritten notes of telephone conversations or meetings between OSC counsel and counsel and/or representatives of various third party companies or the LP general partner. These individuals or companies all made proposals concerning the LP's real property, which was subject to the OSC's order under section 16(4) of the Securities Act.

I am satisfied that all of these records were prepared either by or for Crown counsel and were prepared for use in giving legal advice concerning the various competing proposals being put forward. Accordingly, I find that the following records are exempt under this aspect of Branch 2 of the section 19 exemption: Records 19, 22, 23, 24, 26, 44, 53, 54 (page 1), 55, 56, 57, 58, 76A, 76D, 76E, 76F, 76G-76J, 76M, 76N-76Q.

A number of other records were also prepared by or for Crown counsel, for use in giving legal advice to the OSC regarding the LP offering and other matters under investigation. I find that the following records are, therefore, properly exempt under Branch 2 of the section 19 exemption: Records 4, 7, 8, 9, 15, 16, 17, 20, 21, 30, 46, 51, 59, 60, 61, 62, 63, 65, 66, 67, 69, 70, 76B, 76C, 76L, 76S, 76U, 94, 119, 120, 123, 125, 132, 133 and 139.

Other Records

The parts of Records 71 and 75 remaining at issue are pages 1 and 2 and pages 13 and 14, respectively. The OSC submits in its representations, that these records are "confidential orders obtained by Crown counsel directly related to litigation". Having reviewed the records, I find that they are orders authorizing **investigations** of named companies by OSC staff.

I find that the dominant purpose of these records was to formalize the OSC investigation of the LP offering and the various corporate entities involved in it. A record would be considered to have been created "in contemplation of litigation" if the **dominant** purpose for its preparation was contemplated litigation and if there were a reasonable prospect of litigation, not just a theoretical possibility (Order 52).

Although litigation may have been a possibility at this point in time, I am not satisfied that the contemplation of litigation was the **dominant** purpose for the creation of these records. Accordingly, I find that these records do not qualify for Branch 2 or the second part of Branch 1 of section 19.

Further, these orders are not "communications" between a client and a legal advisor directly related to seeking, formulating or giving legal advice and do not qualify for part one of Branch 1 of the section 19 exemption. As this was the only exemption claimed by the OSC to apply to these records, and no mandatory exemptions apply, I order them disclosed to the appellant.

Record 45 is a five-page internal OSC memorandum which reports on the status of the LP offering investigation and steps taken up to July 21, 1989. It recommends further action to be taken and also contains added handwritten notes provided in response. I am not persuaded that this record deals primarily with a legal opinion or provides legal advice - the majority of this record is a recitation of the factual background of the events leading up to the proposal outlined in the memo. Accordingly, I will discuss this record under Issue C.

Record 92 consists of a covering note and a copy of a letter from a named company to the OSC regarding a Full Market Dealer application. Page 5 of this record was previously disclosed to the appellant, so is not at issue. The letter portion of the record was not created by or for Crown counsel, nor for the lawyer's brief. It is not a communication between a client and a legal advisor. I find it is not exempt under either branch of section 19.

The covering note, page 1 of Record 92, merely refers to the attached letter. I find it also fails to qualify for exemption under section 19. As no other exemption has been applied to this record, page 1 should be disclosed to the appellant.

Records 107 and 121 are small notes which ask a simple question. They do not contain legal advice about a legal matter and were not created for the lawyer's brief. These notes were not prepared for use in, or in contemplation of litigation and accordingly, I find they are not exempt under section 19. As no other exemptions have been claimed for these records, they should be disclosed to the appellant.

Record 131 is a letter addressed to counsel for the OSC from a named individual, who is identified as writing on behalf of the "Steering Committee" (a group authorized by the LP investors to act on their behalf in dealings with the OSC). This individual is one of the listed clients represented by the appellant in this appeal. I find that section 19 does not apply to this record, as the letter is not a communication between a client and a legal advisor, was not created by or for Crown counsel and was not intended especially for the lawyer's brief for litigation. As this was the only exemption claimed for this record, it should be released to the appellant.

I find that the balance of the records for which the OSC has claimed the application of section 19 - Records 34, 37, 64, 68, 86, 97, 124, 127 and 141 - do not qualify for exemption under either Branch 1 or Branch 2. I will analyze these records under the other exemptions claimed by the OSC.

To summarize, I have found that Records 4, 7-9, 15-27, 30, 31, 33, 36, 38, 39, 43, 44, 46, 49_63, 65, 66, 67, 69, 70, 76A-Q, 76S, 76T, 76U, 77, 79, 84, 94, 98, 100, 105, 106, 110, 112, 113, 119, 120, 123, 125, 126, 129, 130, 132-136, 139, 140 (except the five witness statements previously disclosed), 143 and 144 are properly exempt under section 19 of the Act.

In her representations, the appellant submits that:

To the extent that this exemption [section 19] has been applied to communications between the OSC and [former counsel to the LP], we reiterate [that former counsel to the LP] as solicitors for the partnership were acting on behalf of the individual partners. The individuals on whose behalf we have brought this appeal and the partnership itself are surely entitled to disclosure of any communications made to and from their counsel ...

None of the records at issue constitute communications between the OSC and their former counsel.

Furthermore, any records containing the personal information of any of her clients may still be exempt from disclosure, providing the OSC has properly exercised its discretion pursuant to section 49(a) of the Act, which states:

A head may refuse to disclose to the individual to whom the information relates personal information,

where section 12, 13, 14, 15, 16, 17, 18, **19**, 20 or 22 would apply to the disclosure of that personal information. (emphasis added)

Section 49(a) provides the OSC with the discretion to refuse to disclose the appellant's own personal information if section 19 applies to the information.

Under Issue A, I found that Records 84, 110, 125, 126, 132, the balance of Record 140 and portions of Records 38 and 135 contain the personal information of the appellant's clients. I have reviewed the OSC's exercise of discretion in favour of refusing to disclose these records which qualify for exemption under section 19 and find nothing improper in the manner in which this discretion was exercised in the circumstances of this appeal.

I have also reviewed the OSC's representations concerning the exercise of its discretion in favour of not disclosing the remaining records which I have held to be exempt pursuant to section 19 and which do not contain any personal information of the appellant's clients. I find nothing improper in the OSC's determination in the circumstances of this appeal.

ISSUE C: Whether the discretionary exemption provided by section 14(2)(a) of the Act applies.

Of the records remaining to be considered in this order, the OSC claims in its representations that section 14(2)(a) applies to Records 5, 13, 37 and 45.

Section 14(2)(a) of the Act states:

A head may refuse to disclose a record,

that is a report prepared in the course of law enforcement, inspections or investigations by an agency which has the function of enforcing and regulating compliance with a law;

In order to properly exempt a record under section 14(2)(a), the OSC must demonstrate that the record satisfies each part of the following three-part test:

1. the record must be a report; **and**
2. the report must have been prepared in the course of law enforcement, inspections or investigations; **and**
3. the report must have been prepared by an agency which has the function of enforcing and regulating compliance with the law.

[Order 200]

In order to satisfy the first part of the test, that is to constitute a report, a record must consist of a formal statement or account of the results of the collation and consideration of information (Order 200).

Having reviewed the records, it is my view that Records 5, 37 and 45 are reports and thus satisfy the first part of the test for section 14(2)(a). As all three parts of the test must be satisfied for the section 14(2)(a) exemption to apply, I will not consider Record 13 further under this exemption.

In order to satisfy the second part of the test, the report must have been prepared as part of the actual investigation, inspection or law enforcement activity (Order 188). In other words, the author of the document must be, at the time of preparing the document, engaged in the conduct of an investigation (Order 170).

Records 5, 37 and 45 were prepared as part of the OSC's investigation into the LP offering and, accordingly, qualify for the second part of the test.

With respect to the third part of the test, the OSC has the function of enforcing and regulating compliance with the law, in this case, the Securities Act (Orders 30 and P-583). Accordingly, I find that Records 5, 37 and 45 are properly exempt under section 14(2)(a) of the Act.

Section 14(2)(a) is a discretionary exemption. I have considered the OSC's representations concerning the exercise of its discretion and find nothing improper in its decision not to disclose these records.

ISSUE D: If the answer to Issue A is yes, whether the mandatory exemption provided by section 21 of the Act applies to the personal information contained in the records.

Under Issue A, I found that certain records contain the personal information of individuals other than the appellant's individual investor clients.

The OSC has claimed that section 21 of the Act applies to exempt the following outstanding records from disclosure: Records 12, 14, 28, 29, 32, 34, 35, 64, 68, 76R, 85, 86, 93, 122, 124 and 127.

Other records have not been claimed exempt under section 21 by the OSC. However, as the personal information exemption in section 21 of the Act is mandatory, unless one of the exceptions listed in section 21(1) is applicable, I will consider the application of section 21 to the following records as well: Records 3, 6, 13, 47, 48, 92, 97, 137, 138 and 141.

Section 21 of the Act prohibits the disclosure of personal information to any person other than to the individual to whom the information relates, except in certain circumstances listed under the section.

In my view, the only exception to the section 21(1) mandatory exemption which has potential application in the circumstances of this appeal is section 21(1)(f) of the Act, which reads as follows:

A head shall refuse to disclose personal information to any person other than the individual to whom the information relates except,

if the disclosure does not constitute an unjustified invasion of personal privacy.

Because section 21(1)(f) is an exception to the mandatory exemption which prohibits the disclosure of personal information, in order for me to find that section 21(1)(f) applies, I must find that disclosure of the personal information would **not** constitute an unjustified invasion of personal privacy.

Sections 21(2), (3), and (4) of the Act provide guidance in determining whether disclosure of personal information would constitute an unjustified invasion of personal privacy. In Order [IPC Order P-677/May 11, 1994]

M_170, Commissioner Tom Wright addressed the interrelationship between sections 14(2), (3) and (4) of the Municipal Freedom of Information and Protection of Privacy Act (which are similar to sections 21(2), (3) and (4) of the Act) in the following way:

[W]here personal information falls within one of the presumptions found in section 14(3) of the Act, a combination of circumstances set out in section 14(2) of the Act which weigh in favour of disclosure, cannot collectively operate to rebut the presumption.

The only way in which a section 14(3) presumption can be overcome is if the personal information at issue falls under section 14(4) of the Act or where a finding is made under section 16 of the Act that a compelling public interest exists in the disclosure of the record in which the personal information is contained, which clearly outweighs the purpose of the section 14 exemption.

I adopt this approach for the purposes of this order.

In its representations, the OSC relies on the presumptions in sections 21(3)(b), (d) and (f) of the Act to support its position that the disclosure of the information contained in the records to which it applied the section 21 exemption would constitute a presumed unjustified invasion of the personal privacy of individuals other than those represented by the appellant.

These provisions state:

A disclosure of personal information is presumed to constitute an unjustified invasion of personal privacy where the personal information,

- (b) was compiled and is identifiable as part of an investigation into a possible violation of law, except to the extent that disclosure is necessary to prosecute the violation or to continue the investigation;
- (d) relates to employment or educational history;
- (f) describes an individual's finances, income, assets, liabilities, net worth, bank balances, financial history or activities, or creditworthiness;

Section 21(3)(f)

Record 47 consists of an OSC covering memorandum attached to a letter to the OSC's Deputy Director of Registration from an individual who owns a group of companies. The author of the

[IPC Order P-677/May 11, 1994]

letter is seeking confirmation that a proposed acquisition of the companies by another individual, named in the letter, would be acceptable to the OSC. Record 137 is the OSC's response to the author of Record 47. I find that both of these records qualify for exemption pursuant to section 21(3)(f).

Record 92 contains information about a named individual's financial transactions and I find that section 21(3)(f) applies to part of page 3 of the record.

Section 21(3)(b)

Record 13 is a page of notes taken during a review of OSC Forms 3 and 4 applications. This record contains personal information of named individuals, other than the appellant's clients. I find this information satisfies the section 21(3)(b) presumption in that it was compiled as part of the OSC investigation into possible violations of the Securities Act. However, it is my view that the principle of severance as outlined in section 10(2) should be applied to this record.

The relationship between section 10(2) of the Act and records containing personal information as defined in section 2(1) was discussed in Order P-230 by Commissioner Tom Wright. He stated:

I believe that the provisions of the Act relating to the protection of personal privacy should not be read in a restrictive manner. If there is a reasonable expectation that the individual can be identified from the information, then such information qualifies under section 2(1) as personal information.

In this appeal, once the names and other information which would render the individuals "identifiable" has been severed from this record, the remaining information will no longer constitute "personal information" as defined in section 2(1) of the Act. Therefore, there can be no unjustified invasion of personal privacy in the disclosure of the balance of the information contained in Record 13.

I find that those portions of Record 32 at issue, the remainder of pages 4 and 5, contain the personal information of a named individual which was compiled as part of the OSC's investigation into the LP offering and qualifies for exemption pursuant to section 21(3)(b) of the Act.

Record 48 is an internal OSC memorandum which, on page one, contains the personal information of a named individual. I find that section 21(3)(b) applies only to one sentence on page one.

Record 138 contains three pages dealing with information gathered about a named individual and a named business entity. I find that page one qualifies under section 21(3)(b) but pages 2 and 3 do not fall within section 21 as they do not contain any personal information about an identifiable individual. I will consider these pages under Issue F.

Having reviewed the remaining records for which section 21 is being considered, I am satisfied that they were compiled and are identifiable as part of the OSC's investigation into the LP offering, which was undertaken to determine if the offering of these securities was in violation of the Securities Act.

To summarize, I find that section 21(3)(b) applies to the following records: Records 3, 6, 12, 14, 28, 29, 34, 35, 64, 68, 76R, 85, 86, 93, 97, 122, 124, 127, 138 (page 1 only), 141 and portions of Records 13, 32, and 48. I further find that the exemption provided by section 21(3)(f) of the Act applies to Records 47, 137 and part of page 3 of Record 92.

I have considered section 21(4) and find that none of the personal information at issue in this appeal falls within the ambit of this provision. In addition, the appellant has not argued that the public interest override set out in section 23 of the Act applies to the facts of this case.

Since the presumption of an unjustified invasion of the personal privacy of another individual has not been rebutted, the section 21(1)(f) exception to the mandatory exemption in section 21 has not been established. Accordingly, those records or portions of records to which sections 21(3)(b) and (f) apply, are properly exempt from disclosure under section 21 of the Act.

For greater certainty, I have provided the Assistant Freedom of Information and Protection of Privacy Co_ordinator of the Ministry with a copy of those records to which the mandatory exemption in section 21 applies only in part. The highlighted portions should not be disclosed to the appellant.

ISSUE E: Whether the discretionary exemption provided by section 13(1) of the Act applies.

Of the records remaining at issue, the OSC has claimed that section 13 of the Act applies to exempt the portions of Record 48 I have found not to be exempt from disclosure under section 21.

Section 13(1) of the Act states:

A head may refuse to disclose a record where the disclosure would reveal advice or recommendations of a public servant, any other person employed in the service of an institution or a consultant retained by an institution.

It has been established in a number of previous orders that advice and recommendations for the purpose of section 13(1) must contain more than mere information. To qualify as "advice" or "recommendations", the information contained in the records must relate to a suggested course of action, which will ultimately be accepted or rejected by its recipient during the deliberative process (Orders 118, P-304, P-348, P-356 and P-529).

Record 48 is a memorandum which contains, in the last paragraph on page two, a recommended course of action from an OSC employee to the Commission, which could ultimately accept or reject the recommendation. I find that section 13(1) applies to exempt this portion of Record 48.

I have reviewed the list of mandatory exceptions contained in section 13(2) of the Act and find that they are not applicable.

Section 13(1) is a discretionary exemption. I have considered the OSC's representations regarding its decision to exercise discretion in favour of denying access to this record. I find nothing improper in the determination which has been made.

ISSUE F: Whether the mandatory exemption provided by section 17 of the Act applies.

The OSC originally claimed the exemption provided by section 17 for Records 101, 137 and 138. In its representations, the OSC withdrew its claims for the section 17 exemption and indicated it was prepared to disclose these documents. I have found that Record 137 and portions of Record 138 are exempt under section 21, therefore, they will not be considered here.

Since section 17 of the Act is a mandatory exemption, I must determine if it applies to any other records at issue. I will therefore consider its application to the following records: Records 48 (except highlighted portions), 92 (except highlighted portion of page 3), 101 and 138 (pages 2 and 3).

Sections 17(1)(a), (b) and (c) of the Act state as follows:

A head shall refuse to disclose a record that reveals a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence implicitly or explicitly, where the disclosure could reasonably be expected to,

- (a) prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- (b) result in similar information no longer being supplied to the institution where it is in the public interest that similar information continue to be so supplied;
- (c) result in undue loss or gain to any person, group, committee or financial institution or agency;

For a record to qualify for exemption under sections 17(1)(a) or (c) the party resisting disclosure must satisfy each part of the following three-part test:

1. the record must reveal information that is a trade secret or scientific, technical, commercial, financial or labour relations information; **and**
2. the information must have been supplied to the institution in confidence, either implicitly or explicitly; **and**

3. the prospect of disclosure of the record must give rise to a reasonable expectation that one of the harms specified in (a), (b) or (c) of subsection 17(1) will occur.

[Order 36]

Part One

The portion of Record 48 remaining at issue is a recitation of the corporate history of a number of companies involved in the OSC investigation.

Record 92, pages 2 - 4 except for the highlighted information severed under section 21, consists of a letter from a named company to the OSC concerning an application for "full market dealer" status. Included with the letter is a copy of Articles of Amendment of the company regarding its change of name.

Record 101 is a five-page document updating the status of the LP's real property investment, dated May 1, 1989.

Record 138, pages 2 and 3, concern the results of a company registration search for a named business entity.

I am satisfied that all of these records contain financial and/or commercial information. Therefore, the first part of the section 17 test has been satisfied.

Part Two

In order to satisfy part two of the test, the party claiming the application of the exemption must show that the information was supplied to the OSC and that it was supplied in confidence. In addition, information contained in a record will be said to have been "supplied" to an institution, if its disclosure would permit the drawing of accurate inferences with respect to the information actually supplied to the institution (Order 218).

To satisfy the "in confidence" element, there must be a reasonable expectation on the part of the supplier of the information that it will be held in confidence (Order M-169).

Record 138 contains information that is publicly available through corporate searches. The search in Record 138 was done through the facilities of the Companies Branch of the Ministry of Consumer and Commercial Relations. Therefore, I do not find that there could have been a reasonable expectation on the part of the supplier of the information that it would have been held in confidence. As the second part of the test has not been satisfied with respect to this record, I find that it does not qualify for exemption pursuant to section 17 of the Act. Therefore, pages 2 and 3 of Record 138 should be disclosed to the appellant.

I have been provided with no submissions with respect to the non-highlighted portions of Records 48 and 92, and Record 101 in its entirety. In these circumstances, I feel that it is appropriate to solicit the representations of those companies whose information is contained in these records. Therefore, I remain seized of this appeal until these matters are resolved.

[IPC Order P-677/May 11, 1994]

ORDER:

1. I uphold the OSC's decision to withhold Records 3, 4, 5, 6, 7, 8, 9, 12, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 33, 34, 35, 36, 37, 38, 39, 43, 44, 45, 46, 47, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 76A, 76B, 76C, 76D, 76E, 76F, 76G-76J, 76K, 76L, 76M, 76N-76Q, 76R, 76S, 76T, 76U, 77, 79, 84, 85, 86, 93, 94, 97, 98, 100, 105, 106, 110, 112, 113, 119, 120, 122, 123, 124, 125, 126, 127, 129, 130, 132, 133, 134-136, 137, 138 (page 1 only), 139, 140 (excluding the five witness statements already disclosed), 141, 143 and 144 and the highlighted portions of Records 13, 48 and 92.
2. I order the OSC to disclose to the appellant Records 1, 2, 10, 40, 71, 75, 76X, 76EE, 89, 92 (pages 1 and 5), 95, 107, 121, 131, 138 (pages 2 and 3), the five witness statements in Record 140 previously disclosed to the appellant and those portions of Record 13 which are **not** highlighted, within twenty-one (21) days of the date of this order. The highlighted copy of the records has been provided to the Assistant Freedom of Information and Protection of Privacy Co-ordinator at the Ministry with a copy of this order.
3. In order to verify compliance with this order, I order the OSC to provide me with a copy of the records which are disclosed to the appellant pursuant to Provision 2, **only** upon request.
4. I remain seized of this appeal with respect to a determination of the disclosure of the non-highlighted portions of Records 48 and 92, and Record 101 in its entirety.

Original signed by: _____
Anita Fineberg
Inquiry Officer

_____ May 11, 1994

APPENDIX "A"

RECORD NUMBER	DATE	DESCRIPTION	DUPLICATES	PREVIOUSLY DISCLOSED	EXEMPTION CLAIMED	ORDER
1	undated	Brief of audit notes prepared by the Commission Staff		OSC Exhibit 3	14(2)(a), 19	Disclose
2	undated	Brief No. 2 of audit notes prepared by the Commission Staff		OSC Exhibit 8	14(2)(a), 19	Disclose
3	undated	Handwritten information			19, [21]**	21
4	undated	Information relating to matters to be addressed at meeting			19	19
5	undated	Memorandum to Mal Smith* of the OSC from Joan Chambers of the OSC regarding complaint filed with the Commission			13(1), 14(2)(a)	14(2)(a)
6	undated	Handwritten information regarding named individual			19, [21]	21
7	undated	Internal OSC memorandum regarding advertising			19	19
8		Handwritten information regarding telephone conversation			19	19
9	10/31/88	Handwritten note regarding radio advertisement			19	19
10	10/31/88	Handwritten note regarding attempts to reach radio station			19	Disclose
12	10/11/88	Police checks			19, 21	21
13		Handwritten information regarding Form 3 - amendments and Form 4 - amalgamation			14(2)(a), [21]	Part 21 (highlighted version provided)
14	09/08/88	Letter to the Canadian Imperial Bank of Commerce			21	21

RECORD NUMBER	DATE	DESCRIPTION	DUPLICATES	PREVIOUSLY DISCLOSED	EXEMPTION CLAIMED	ORDER
15		Handwritten information regarding advertising			19	19
16		Handwritten information regarding limited partnership units			19	19
17	09/18/89	Handwritten information regarding undertaking to provide minutes			19	19
18	03/31/89	Handwritten information regarding investors			19	19
19	07/15/89	Handwritten information regarding telephone conversation			19	19
20	07/18/89	Handwritten information regarding costs expended by investors			19	19
21	07/06/89	Handwritten information regarding accounting			19	19
22	06/28/89	Handwritten information regarding meeting			19	19
23	undated	Memorandum to the OSC regarding sale in trust	55		14(2)(a), 19	19
24	06/21/89	Handwritten information regarding meeting			19	19
25	03/09/90	Memorandum to Jim Douglas from Philippe Tardif regarding draft orders			19	19
26	06/20/89	Handwritten information regarding meeting			19	19
27	03/09/90	Memorandum to Charles Salter from Philippe Tardif regarding draft notice			19	19
28	02/22/89	Letter to Julia Gresham at the OSC			21	21

RECORD NUMBER	DATE	DESCRIPTION	DUPLICATES	PREVIOUSLY DISCLOSED	EXEMPTION CLAIMED	ORDER
29	02/20/89	Letter from John Stransman of the OSC regarding resignation			21	21
30	03/05/89	Handwritten information regarding misrepresentation			19	19
31	03/05/90	Memorandum to file from Philippe Tardif regarding LP			19	19
32		Company and salesperson inquiry			21	Pages 1-3 and top half of p. 4 except line 1: Non-responsive Bottom of p. 4 and p. 5: 21
33	03/02/90	Memorandum to Joan Smart from Philippe Tardif regarding hearing			19	19
34	03/02/90	Memorandum to Jim Douglas from Philippe Tardif regarding employment history			19, 21	21
35	01/31/90	Letter to Julia Gresham of the OSC regarding withdrawal of sponsorship			21	21
36	02/27/90	Memorandum to John Cottrell from Philippe Tardif			19	19
37	01/26/89	Memorandum to Julia Gresham of the OSC from Karin Armstrong regarding financial forecast included in the offering memorandum			13(1), 14(2)(a), 19	14(2)(a)
38	07/90	Binder of OSC handwritten notes			19	19 and 49(a)
39	06/14/90	Memorandum to Jim Douglas from Philippe Tardif regarding forecast deficiencies	117		13(1), 19	19

RECORD NUMBER	DATE	DESCRIPTION	DUPLICATES	PREVIOUSLY DISCLOSED	EXEMPTION CLAIMED	ORDER
40	09/28/88	Letter to Lynne Sikorski of the OSC regarding conditional approval of salesperson		IRD 96: Tab 16	21	Disclose
43	undated	Summary of legal arguments of the staff of the Commission			14(2)(a), 19	19
44	08/09/89	Handwritten information regarding telephone conversation			19	19
45	07/21/89	Memorandum to Frank Allen and Joe Groia of the OSC from Jim Douglas of the OSC			13(1), 14(2)(a), 19	14(2)(a)
46	07/26/89	Handwritten information regarding telephone conversation			19	19
47	07/24/89	Memorandum to Julia Gresham from Lynne Sikorski with attachments			[21]	21
48	07/21/89	Memorandum to the OSC from Julia Gresham of the OSC			13(1), [17], [21]	Part 21 Part 13 (Highlighted version provided) (Balance to be determined)
49	07/89	Draft notice of hearing			19	19
50	07/21/89	Memorandum to Jim Douglas and Rosalind Morrow from John Cottrell with respect to bridge financing fee			19	19
51	07/18/89	Handwritten information regarding telephone conversation			19	19
52	07/13/89	Handwritten information regarding meeting with John Cottrell			19	19

RECORD NUMBER	DATE	DESCRIPTION	DUPLICATES	PREVIOUSLY DISCLOSED	EXEMPTION CLAIMED	ORDER
53	undated	Handwritten information regarding meeting			19	19
54	undated	Handwritten information			19	19
55	undated	Memorandum to the OSC regarding proposal	23		14(2)(a), 19	19
56	06/89	Handwritten information regarding proposal			19	19
57	06/20/89	Handwritten information from telephone conversation			19	19
58	06/19/89	Handwritten information from telephone conversation			19	19
59	06/89	Revisions to draft letter from OSC to investors			19	19
60	06/16/89	Handwritten information from telephone conversation			19	19
61	06/14/89	Handwritten information from telephone conversation regarding proposal			19	19
62	06/31/89	Handwritten information from telephone conversation regarding accounting			19	19
63	06/89	Handwritten draft letter from OSC to investors and attached notes of telephone conversation			19	19
64	06/01/89	Fax to the OSC from Economic Crime Directorate Ottawa regarding police checks			15(b), 19, 21	21
65	undated	Handwritten information regarding registration			13(1), 19	19
66	05/31/89	Memorandum to Joe Groia from Jim Douglas regarding informal settlement proposal			13(1), 19	19

RECORD NUMBER	DATE	DESCRIPTION	DUPLICATES	PREVIOUSLY DISCLOSED	EXEMPTION CLAIMED	ORDER
67	05/24 - 25/89	Handwritten information regarding various telephone conversations			19	19
68	05/24/89	Fax to Kathleen Taylor regarding police checks			19, 21	21
69	05/18/89	Memorandum to the Commission from Kathleen Taylor regarding temporary order pursuant to subsection 123(3) of the <i>Securities Act</i>			13(1), 19	19
70	03/10/89	Memorandum to Joe Groia from Robert Jensen regarding partial revocation of freeze orders			13(1), 19	19
71	01/30/89 and various	Investigation order and directions	75: pp. 1,3,4,16 and 17	pp. 3, 4 and 5 IRD 97: Tab 41	19	Disclose
75	02/03/89 and various	Directions, amended directions and investigation orders	71: pp. 1,2, 3, 4 and 5 75: pp. 9 and 10 same as pp. 7 and 8	pp. 5, 6, 7, 8 IRD 97: Tab 63 pp. 15 IRD 97: Tab 62	19	Disclose
76A	05/17/89	Notes of meeting			19, 21	19
76B	01/31/89	Photocopy of bank statement (re 76A meeting)			19, 21	19
76C	05/17/89	Notes re: telephone call			19, 21	19
76D	05/17/89	Notes of meeting (re 76A different author)			19, 21	19
76E	05/16/89	Notes of meeting			19, 21	19
76F	05/16/89	Notes of telephone call			19, 21	19

RECORD NUMBER	DATE	DESCRIPTION	DUPLICATES	PREVIOUSLY DISCLOSED	EXEMPTION CLAIMED	ORDER
76G	05/16/89	Notes of telephone call			19, 21	19
76H	05/15/89	Notes of meeting			19, 21	19
76I	05/12/89	Notes of meeting			19, 21	19
76J	03/07/89	Notes of telephone call			19, 21	19
76K	03/01/89	Notes re section 16(4) order			19, 21	19
76L	02/28/88 [sic]	Handwritten notes			19, 21	19
76M	02/14/89	Notes re meeting			19, 21	19
76N	02/?/89	Notes re telephone call			19, 21	19
76O	02/01/89	Handwritten notes re meeting			19, 21	19
76P	02/01/89	Notes re proposal			19, 21	19
76Q	01/09/89	Notes re telephone call			19, 21	19
76R	01/09/89	Notes re interview			19, 21	21
76S	01/02/89	Notes re meeting with Commission			19, 21	19
76T	undated	Flow chart of cash flows			19, 21	19
76U	12/12/88	Notes of telephone call			19, 21	19
76X	11/24/88	Letter form OSC to named company		IRD 97: Tab 25	19, 21	Disclose
76EE	undated	Copy of Form 4 application page		IRD 26	19, 21	Disclose

RECORD NUMBER	DATE	DESCRIPTION	DUPLICATES	PREVIOUSLY DISCLOSED	EXEMPTION CLAIMED	ORDER
77	03/11/91	Memorandum to Jim Douglas from Philippe Tardif regarding exhibits and witnesses			19	19
79	03/08/91	Memorandum to Selwyn Kossuth from Philippe Tardif regarding press release			19	19
82	01/31/90	Memorandum to Jim Douglas from Philippe Tardif			19, 21	Not Responsive
84	06/15/90	Memorandum to Philippe Tardif from Jim Douglas regarding witness statements			19	19 and 49(a)
85	06/25/90	Memorandum to Philippe Tardif from John Cottrell regarding RCMP report			15(b), 21	21
86	06/15/90	Memorandum to Kim Berry from Philippe Tardif			19, 21	21
89 (page 1 only)	undated	Summary of information in letters filed		OSC Exhibit 21	14(2)(a), 19, 21	Disclose
91 (page 10 only)	06/28/89	Memorandum to John MacNeil from Sheila Clark regarding provisions of the <i>Securities Act</i>			19	Not Responsive
92	06/28/90	Memorandum to Philippe Tardif from Lynne Sikorski regarding attached letter regarding full market dealer application		p. 5 - IRD 96: Tab 5	19, [17], [21]	Disclose p. 1 + 5, 21 (part of page 3) (Highlighted version provided) (Balance to be determined)
93 (one page and nine copies)	undated	Chart re ownership of companies			21	21

RECORD NUMBER	DATE	DESCRIPTION	DUPLICATES	PREVIOUSLY DISCLOSED	EXEMPTION CLAIMED	ORDER
94 (page 1 only)	undated	Handwritten notes re financial/investment information			19, 21	19
95	11/10/88	Memorandum with attached police report		OSC Exhibit 16	14(2)(a), 19, 21	Disclose
97	08/16/89	Letter to the OSC dated August 10, 1989			19, [21]	21
98	undated	Handwritten information to Pam from Nicole			19	19
100	06/23/89	Notes from interview			19	19
101	05/01/89	Notes regarding corporate centre			[17]	(To be determined)
105	undated	Handwritten information regarding various authorities			19	19
106	06/21/90	Memorandum to Philippe Tardif from Kim Berry			19, 21	19
107	06/21	Handwritten post-it note regarding proposed evidence			19	Disclose
108	undated	Legal account to the OSC			19, 21	Not Responsive
109	07/06/90	Memorandum of services with attached computer printouts of docketed time re Record No. 108			19, 21	Not Responsive
110	07/06/?	Handwritten information regarding hearing schedule			19	19 and 49(a)
112	undated	Handwritten information regarding discussion with Philippe Tardif			19	19
113	undated	Two pages of handwritten information regarding preparation work			19	19

RECORD NUMBER	DATE	DESCRIPTION	DUPLICATES	PREVIOUSLY DISCLOSED	EXEMPTION CLAIMED	ORDER
117	06/14/90	Memorandum to Jim Douglas from Philippe Tardif regarding forecast deficiencies	39		13(1), 19	See 39
119	05/17/90	Memorandum to Larry Waite from Jim Douglas regarding Weekly Court appearance on May 16, 1990 with attached handwritten note			13(1), 19	19
120	05/02/90	Memorandum to Jim Douglas from Philippe Tardif regarding attached letters regarding recitals to orders			19	19
121	undated	Handwritten note			19	Disclose
122	03/12/90	Letter from Jim Douglas			21	21
123	03/09/90	Memorandum to Charles Salter from Philippe Tardif regarding draft OSC bulletin notice, with attached draft			19	19
124	03/06/90	Letter to Jim Douglas			19, 21	21
125	02/16/90	Handwritten information regarding reminder note			19	19 and 49(a)
126	undated	Handwritten information regarding witnesses			21, 19	19 and 49(a)
127	01/30/90	Letter to Jim Douglas regarding section 26			19, 21	21
129	11/14/89	Memorandum to Selwyn Kossuth, Frank Allen and Joe Groia from Jim Douglas regarding notice of hearing			13(1), 19	19
130	undated	Handwritten information regarding commissions			19, 21	19

RECORD NUMBER	DATE	DESCRIPTION	DUPLICATES	PREVIOUSLY DISCLOSED	EXEMPTION CLAIMED	ORDER
131	11/01/89	Letter to Jim Douglas from Steering Committee regarding audit			19	Disclose
132	09/19/89	Memorandum to Jim Douglas from John Cottrell regarding registrations			13(1), 19	19 and 49(a)
133	09/06/89	Handwritten information regarding investor			19	19
134	09/28/89	Telephone messages			19	19
135	08/28 09/14/89	Handwritten information regarding property and limited partners			19	19 and 49(a)
136	08/21/89	Handwritten information regarding potential purchaser			19	19
137	08/14/89	Letter from Julia Gresham regarding proposed acquisition of a beneficial interest			[21]	21
138	07/05/90	Handwritten memorandum to Philippe Tardif from Kim Berry regarding registration			[17], [21]	21 - Page 1 Disclose pages 2 & 3
139	undated	Handwritten memorandum to Philippe Tardif from Kim Berry			19	19
140	undated	Folder of witness statements and anticipated statements of evidence		five witness statements: IRD 220	19	19 and 49(a) Disclose IRD 220 witness statements
141	11/15/88	Notes from interview			19, [21]	21
143	undated	Handwritten note regarding named company			19	19

RECORD NUMBER	DATE	DESCRIPTION	DUPLICATES	PREVIOUSLY DISCLOSED	EXEMPTION CLAIMED	ORDER
144	undated	Note regarding constitutional issue, discretion issue, rescission issue and unenforceability of RMGCs			14(2)(a), 19	19