

July 11, 2013

Cowen and Company, LLC and Sea Port Group Securities, LLC (the "**Applicants**")

Dear Sirs/Mesdames:

**Re: Application under the securities legislation (Legislation) of Alberta, Ontario, Québec and Saskatchewan (the Jurisdictions) with respect to the making of a listing representation in certain circumstances**

The Applicants have applied to the Director, the Executive Director or the Authority, as the case may be, in the Jurisdictions (the "**Decision Makers**") for,

- (a) in Saskatchewan and Ontario, written permission of the Director,
- (b) in Alberta, written permission of the Executive Director, and
- (c) in Québec, authorization from the Authority,

to include in an offering memorandum or accompanying documentation (an "**Offering Memorandum**") delivered by an Applicant, as underwriter, to a permitted client in connection with a Foreign Issuer Private Placement (as defined below), a representation that a security will be listed on an exchange or quoted on a quotation and trade reporting system, or that application has been or will be made to list the security on an exchange or quote the security on a quotation and trade reporting system located in a foreign jurisdiction (a "**Listing Representation**").

For purposes of this letter,

"**Foreign Issuer Private Placement**" means a distribution of securities in a Jurisdiction that meets all of the following criteria:

- (a) a distribution under an exemption from the prospectus requirement ("**Accredited Investor Prospectus Exemption**") set out in section 2.3 of National Instrument 45-106 *Prospectus and Registration Exemptions*,
- (b) of a security offered primarily in a "foreign jurisdiction" (as defined in National Instrument 14-101 *Definitions*) ("**Foreign Jurisdiction**"),
- (c) by an Applicant acting as underwriter,
- (d) to Canadian investors each of which is a "permitted client" ("**Permitted Client**") as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*), and
- (e) which security is either:

- i. issued by an issuer incorporated, formed or created under the laws of a Foreign Jurisdiction, that is not a reporting issuer in any jurisdiction in Canada, and that has its head office or principal executive office outside of Canada ("**Foreign Issuer**"), or
- ii. issued or guaranteed by the government of a Foreign Jurisdiction ("**Foreign Government**").

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

- (a) the Ontario Securities Commission is the principal regulator for this application and
- (b) this decision from the principal regulator evidences the decision of each other Decision Maker.

### **Representations**

As the Applicants have represented to the Decision Makers that:

1. Cowen and Company, LLC has filed Form 31-103F2 in order to qualify for the international dealer exemption in Ontario, Quebec, Alberta, Saskatchewan and British Columbia, and Sea Port Group Securities, LLC has filed Form 31-103F2 in order to qualify for the international dealer exemption in Ontario, Quebec, Alberta and British Columbia.
2. The Applicants are registered as broker-dealers with the U.S. Securities and Exchange Commission ("**SEC**") and are members of the Financial Industry Regulatory Authority, a self-regulatory organization.
3. The Applicants are actively involved in acting as underwriters in public offerings and/or private placements in the United States and elsewhere of U.S. issuers (and, in the case of Cowen and Company, LLC, non-U.S. issuers).
4. The Applicants regularly consider extending offerings of Foreign Issuers (and, in the case of Cowen and Company, LLC, Foreign Government Issuers) to Canadian investors that are Permitted Clients under the Accredited Investor Prospectus Exemption.
5. If a prospectus or private placement memorandum (a "**Foreign Offering Document**") is provided to investors outside Canada, it is common practice where these offerings are extended to Canadian investors to provide the Foreign Offering Document to Canadian investors. The Foreign Offering Document when used in the Jurisdictions constitutes an Offering Memorandum.
6. It is common for a Foreign Offering Document to contain a statement to the effect that application has been made to list the securities on a foreign (i.e. non-Canadian) exchange or quotation and trade reporting system that is expected to be the principal trading market.

7. The Legislation of the Jurisdictions prohibits the making of written or oral representations that a security will be listed on an exchange or quoted on a quotation and trade reporting system unless permission is first obtained from the regulator in the case of Manitoba, or, unless certain conditions are met, permission or authorization is first obtained from the regulator or Authority in the case of the other Jurisdictions.
8. The added complexity, delays and enhanced costs associated with obtaining any required consent of the relevant regulators to the making of the Listing Representation are among the factors that issuers and underwriters take into consideration when deciding whether to include Canadian investor participation in a Foreign Issuer Private Placement and the Jurisdictions in which it will be marketed.
9. Even in those Jurisdictions where express consent is not required if the conditions set out in the Legislation are satisfied, the Applicants may not be able to fulfill those conditions in the circumstances of a particular offering. The conditions may require that either (i) an application to list or quote the relevant securities has been made and that the issuer already has other securities listed on an exchange or quoted on a quotation and trade reporting system, or (ii) the exchange or quotation and trade reporting system has granted approval to the listing or quoting of the securities, conditional or otherwise, or has consented to, or indicated that it does not object to, the making of the Listing Representation.
10. Many foreign exchanges, quotation and trade reporting systems and related foreign securities laws do not prohibit such Listing Representations, provided they are factually correct. As a result, at the time when a preliminary solicitation may take place, the relevant foreign exchange or quotation, and trade reporting system may not yet have granted approval to that listing or quotation, conditional or otherwise. They also do not generally provide any express written consent to making factually correct representations about the status of the listing or quotation application process or an issuer's intention to apply for listing or quotation.

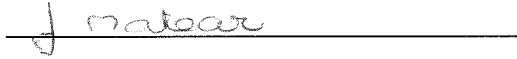
### **Decision**

Having considered the representations above, and pursuant to the applicable statutory provisions set out in Schedule A attached hereto, in respect of each Jurisdiction, this letter evidences,

- (a) in Saskatchewan and Ontario, written permission of the Director,
- (b) in Alberta, written permission of the Executive Director, and
- (c) in Québec, authorization from the Authority,

to include a Listing Representation in an Offering Memorandum in connection with a Foreign Issuer Private Placement *provided that*, at the time it is made, the Listing Representation is factually correct and is made in compliance with the laws and rules of the exchange or quotation and trade reporting system referred to in the Listing Representation.

This letter shall cease to be effective in a particular Jurisdiction on the earlier of: (i) the date that is three years after the date of this letter and (ii) the date that amendments to the Legislation become effective in the Jurisdiction that provide for substantially the same relief as is provided in this letter.

A handwritten signature in cursive script, appearing to read "Jo-Anne Matear", is written above a solid horizontal line.

Jo-Anne Matear  
Manager, Corporate Finance Branch  
Ontario Securities Commission

SCHEDULE A

STATUTORY PROVISIONS

<u>Jurisdiction</u>	<u>Statutory Provision</u>
Alberta	s. 92(3) of the <i>Securities Act</i> (Alberta)
Saskatchewan	s. 44(3) of the <i>Securities Act</i> (Saskatchewan)
Ontario	s. 38(3) of the <i>Securities Act</i> (Ontario)
Quebec	s. 199(4) of the <i>Securities Act</i> (Quebec)

