

FINANCIAL SERVICES REGULATORY AUTHORITY OF ONTARIO ACT, 2016**AMENDMENT OF THE TRANSFER ORDER
made effective on June 8, 2019 (the “Transfer Date”)****1. Preliminary**

- 1.1 Effective on the Transfer Date, the Minister of Finance (the “**Minister**”) made a Transfer Order in the exercise of the powers conferred by subsection 29(1) of the *Financial Services Regulatory Authority of Ontario Act, 2016* (the “**FSRA Act**”), pursuant to which:
- (a) certain of the operations, activities, affairs, assets, liabilities, rights and obligations of the Financial Services Commission of Ontario (“**FSCO**”) were transferred to the Financial Services Regulatory Authority of Ontario (“**FSRA**”); and
 - (b) certain of the liabilities, rights and obligations of the Superintendent of Financial Services (the “**Superintendent**”) were transferred to FSRA.
- 1.2 This Amendment of the Transfer Order is made pursuant to subsection 29(3) of the FSRA Act and is subject to the provisions of that Act.

2. Amendments

- 2.1 The Transfer Order is hereby amended, *nunc pro tunc*, effective on the Transfer Date as follows:
- (a) clause 1.3(b) is deleted and replaced with the following:

“(b) certain of the liabilities, rights and obligations of the Superintendent of Financial Services (the “**Superintendent**”) are transferred in the manner specified in this Transfer Order to FSRA or the Chief Executive Officer of FSRA (the “**CEO**”), as applicable;”
 - (b) the definition of “Business” in section 2.1 is deleted and replaced with the following:

“**Business**” means the operations, activities and affairs carried on by FSCO and the Superintendent as at the Transfer Date relating to the exercise of statutory powers and performance of duties pursuant to the FSCO Act and all other Acts of the Crown which provide statutory powers and duties to FSCO or the Superintendent that will be transferred to and

assumed by FSRA or the CEO, as applicable, as of the Transfer Date, and all such other activities incidental or ancillary thereto;”

(c) clause 3.1(b) is deleted and replaced with the following:

“(b) FSRA or the CEO, as applicable, all liabilities, rights, and obligations of the Superintendent,”

(d) section 3.2 is deleted and replaced with the following:

“3.2 FSRA or the CEO, as applicable, hereby acquires and assumes all rights, title and interest of FSCO and the Superintendent, respectively, transferred to them by section 3.1 of this Transfer Order and hereby assumes and is obligated to perform all liabilities and obligations transferred hereby (“**Assumed Liabilities**”).”

(e) section 3.7 is deleted and replaced with the following:

“3.7 FSCO and the Superintendent shall transfer their interests, rights and obligations in the contracts described in Exhibit D hereto, and FSRA or the CEO, as applicable, shall assume the interest, rights and obligations arising thereunder. For greater certainty and pursuant to subsections 30(9) and 30(11) of the FSRA Act, where a contract is transferred hereunder it shall be deemed to be assignable by the Minister without the consent of any party to the contract.”

(f) paragraph 4 of Exhibit A (Assets) of the Transfer Order is deleted;

(g) paragraphs 5 and 6 of Exhibit A (Assets) of the Transfer Order are renumbered as paragraphs 4 and 5, respectively;

(h) the Schedule to Exhibit A (Assets) of the Transfer Order is deleted and replaced by the schedule attached hereto;

(i) paragraph 3 of Exhibit D (Contracts) is deleted and replaced with the following:

“3. All agreements to or by which FSCO or the Superintendent, as applicable, is bound or affected, are transferred to FSRA or the CEO, as applicable.”

and

(j) the content of Exhibit I (Licences, Registrations, Notices) is deleted and replaced with the following:

“All regulatory activities and actions Related to the Business by or in respect of the Superintendent before the Transfer Date that give rise to rights and obligations are transferred to FSRA or the CEO, as applicable, including without limitation:

1. All licences, registrations, notices, proposals, orders, settlements, undertakings, designations, approvals, approved forms, consents, appointments and certificates made or issued by the Superintendent; and
2. All documents issued, delivered or received by, or served on or filed with, the Superintendent.”

3. General

- 3.1 All other terms and conditions of the Transfer Order shall remain the same and continue in full force and effect.
- 3.2 The rights and obligations of the Crown in right of Ontario, the Superintendent, FSRA and FSRA’s Chief Executive Officer set out in the Transfer Order, as amended hereby, and in the agreements referenced in section 4.1 of the Transfer Order, shall extend to, be binding on and enure to the benefit of such parties and their successors and permitted assigns.

Dated at Toronto, Ontario this 18 day of June, 2021



The Honourable Peter Bethlenfalvy
Minister of Finance

SCHEDULE TO EXHIBIT A

Allocation of Assets and Liabilities of FSCO (\$ '000)	FSCO Statement of Financial Position, as at June 7, 2019 (audited + adjustments)	Allocation between FSRA and FSCO	
		Allocated to FSRA	Remaining with FSCO
ASSETS			
Cash	\$1		1
Accounts receivable	12,338	11,727	611
Prepaid expenses	375	375	
Due from Province	25,192	7,037	18,155
Capital assets, net	4,444	4,444	
	\$42,350	\$23,583	\$18,767
LIABILITIES AND NET ASSETS			
Liabilities			
Accounts payable and accrued liabilities	\$16,016	1,693	14,323
Long-term employee future benefits obligation (incl. legislated severance)	3,097	3,097	
Deferred revenue	17,930	17,930	
Deferred lease inducements	66	66	
Net Assets			
Invested in capital	4,444		4,444
Internally restricted	797	797	
	\$42,350	\$23,583	\$18,767

**The above table includes further adjustments made as a result of the wind-down of FSCO to support the cash reconciliation. There is a \$1.277M increase in Due from Province related to adjustments in Accounts payable and accrued liabilities and Long-term employee future benefits.*