

COUNTERPART TO MEMORANDUM OF UNDERSTANDING



United States Commodity Futures Trading Commission

and



Financial and Consumer Services Commission (New Brunswick)

**COOPERATION AND THE EXCHANGE OF INFORMATION
RELATED TO THE SUPERVISION OF CROSS-BORDER COVERED ENTITIES**

April 20, 2016

Appendix C

COUNTERPART

1. The *Memorandum of Understanding Concerning Cooperation and the Exchange of Information Related to the Supervision of Cross-Border Covered Entities* ("MOU") between the Commodity Futures Trading Commission ("CFTC") and the Alberta Securities Commission, the British Columbia Securities Commission, the Ontario Securities Commission, and the Québec Autorité des marchés financiers provides in Article Eight, Paragraph 41:

Any Canadian Authority may become a party to this MOU by executing a counterpart hereof together with the CFTC and providing notice of such execution to the other Canadian Authorities that are signatories to this MOU.

2. The CFTC and the Financial and Consumer Services Commission (New Brunswick) ("FCNB") are executing this counterpart to the MOU ("Counterpart") pursuant to Paragraph 41 of the MOU in order for the FCNB to become a party to the MOU.
3. The FCNB hereby falls within the definition of the term "Authority" in Article One, Paragraph 1(b), of the MOU, and is a Canadian Authority and one of the Canadian Authorities within the scope of the MOU.
4. All terms and provisions of the MOU hereby apply to the FCNB as though the FCNB were specifically referenced in the MOU, except with respect to the FCNB:
 32. The Authorities recognize that, while this MOU is not intended to gather information for enforcement purposes, subsequently the Authorities may want to use the non-public information provided pursuant to this MOU for enforcement purposes. In cases where a Requesting Authority seeks to use non-public information obtained pursuant to this MOU for enforcement purposes, including in conducting investigations or taking enforcement action, treatment of the non-public information will be in accordance with the use and confidentiality provisions of the IOSCO MMOU. However, with respect to information shared between the CFTC and FCNB, Paragraph 33 applies to such use.
5. With respect to the FCNB, where specific Canadian provinces are named in the MOU, the word "New Brunswick" is hereby included in the MOU.
6. With respect to the FCNB, the definition of the term "Governmental Entity" means the Federal Ministry of Finance and the New Brunswick Department of Finance, if the Requesting Authority is the FCNB.

7. Cooperation in accordance with this Counterpart will become effective on the date this Counterpart is signed by the CFTC and FCNB.
8. Pursuant to Paragraph 41 of the MOU, the FCNB will provide notice of the execution of this Counterpart to the other Canadian Authorities that are signatories to the MOU.
9. To facilitate cooperation under the MOU, the FCNB designates the following contact person and will exchange confidential emergency contact telephone information with the other MOU signatories:

FINANCIAL AND CONSUMER SERVICES COMMISSION (NEW BRUNSWICK)

85 Charlotte Street, Suite 300

Saint John, NB

E2L 2J2

Canada

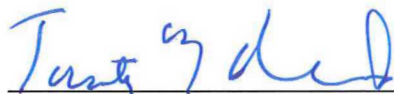
Attention: General Counsel and Secretary

Telephone: 506-658-3060

Fax: 506-658-3059

Email: Secretary@fcnb.ca

This Counterpart is executed in duplicate, this 20th day of April 2016.

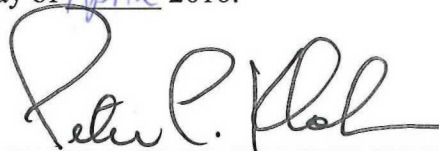


Timothy G. Massad

Chairman

For the U.S. Commodity Futures Trading
Commission

Date: 4/20/16



Peter Klohn

Chair

For the Financial and Consumer
Services Commission (New Brunswick)

Date: 4/13/16