

COUNTERPART TO MEMORANDUM OF UNDERSTANDING



United States Commodity Futures Trading Commission

and



Manitoba Securities Commission

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

October 21, 2014

Appendix B

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 Manitoba Securities Commission (“MSC”) are executing this counterpart to the MOU (“Counterpart”) pursuant to Paragraph 41 of the MOU in order for the MSC to become a party to the MOU.
3. The MSC 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 MSC as though the MSC were specifically referenced in the MOU, except with respect to the MSC:

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 MSC, Paragraph 33 applies to such use.

5. With respect to the MSC, where specific Canadian provinces are named in the MOU, the word “Manitoba” is hereby included in the MOU.
6. With respect to the MSC, the definition of the term “Governmental Entity” means the Federal Ministry of Finance and the Manitoba Ministry of Finance, if the Requesting Authority is the MSC.
7. Cooperation in accordance with this Counterpart will become effective on the date this Counterpart is signed by the CFTC and MSC.

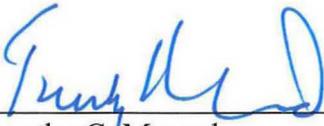
8. Pursuant to Paragraph 41 of the MOU, the MSC will provide notice of the execution of this Counterpart to the other Canadian Authorities that are signatories to the MOU.
9. To facilitate cooperation under the MOU, the MSC designates the following contact person and will exchange confidential emergency contact telephone information with the other MOU signatories:

MANITOBA SECURITIES COMMISSION
500-400 St. Mary Avenue
Winnipeg, Manitoba
R3C 4K5
Canada

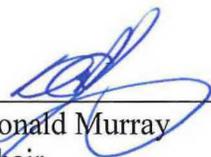
Attention: General Counsel and Director

Telephone: 204-945-2561
Fax: 204-945-0330
Email: chris.besko@gov.mb.ca

This Counterpart is executed in duplicate, this 21st day of October, 2014.



Timothy G. Massad
Chairman
For the U.S. Commodity Futures Trading
Commission
Date: 10/21/14



Donald Murray
Chair
For the Manitoba Securities Commission
Date: October 16, 2014