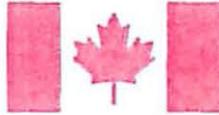


COUNTERPART TO MEMORANDUM OF UNDERSTANDING



United States Commodity Futures Trading Commission

and



Superintendent of Securities (Newfoundland and Labrador)

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

November 1, 2016

Appendix J

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 Superintendent of Securities (Newfoundland and Labrador) ("SNL") are executing this counterpart to the MOU ("Counterpart") pursuant to Paragraph 41 of the MOU in order for the SNL to become a party to the MOU.
3. The SNL 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 SNL as though the SNL were specifically referenced in the MOU, except with respect to the SNL:
 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 SNL, Paragraph 33 applies to such use.
5. With respect to the SNL, where specific Canadian provinces are named in the MOU, the words "Newfoundland and Labrador" are hereby included in the MOU.
6. With respect to the SNL, the definition of the term "Governmental Entity" means the Federal Ministry of Finance and the Newfoundland and Labrador Department of Finance, if the Requesting Authority is the SNL.

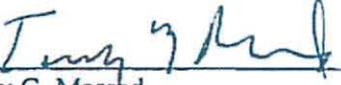
7. Cooperation in accordance with this Counterpart will become effective on the date this Counterpart is signed by the CFTC and SNL.
8. Pursuant to Paragraph 41 of the MOU, the SNL will provide notice of the execution of this Counterpart to the other Canadian Authorities that are signatories to the MOU.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

FINANCIAL SERVICES REGULATION DIVISION – SERVICE NL
P.O. Box 8700
St. John's, NL
A1B 4J6
Canada

Attention: Superintendent of Securities

Telephone: 709-729-4909
Fax: 709-729-3205
Email: Securitiesexemptions@gov.nl.ca

This Counterpart is executed in duplicate, this 1st day of Nov. 2016.



Timothy G. Massad
Chairman
For the U.S. Commodity Futures Trading
Commission

Date: 10/27/2016



John O'Brien
Superintendent of Securities
For the Financial Services Regulation Division
Service NL
Newfoundland and Labrador
Date: Nov. 1/16



Patricia A. Hearn
Deputy Minister – Intergovernmental Affairs
Newfoundland and Labrador
Date: Nov 01 / 16.