



**FINANCIAL 15 SPLIT CORP. II**

**Preferred Shares**

**Class A Shares**

**ANNUAL INFORMATION FORM**

**February 23, 2009**

## TABLE OF CONTENTS

NAME, FORMATION AND HISTORY OF THE COMPANY .....	1
INVESTMENT RESTRICTIONS .....	2
DESCRIPTION OF THE SHARES OF THE COMPANY .....	3
VALUATION OF PORTFOLIO SECURITIES .....	11
CALCULATION OF NET ASSET VALUE.....	11
PURCHASES AND SWITCHES .....	11
RETRACTIONS AND REDEMPTIONS .....	11
MANAGEMENT OF THE COMPANY .....	11
CONFLICTS OF INTEREST .....	15
FEES AND EXPENSES .....	17
FUND GOVERNANCE .....	18
CANADIAN FEDERAL INCOME TAX CONSIDERATIONS .....	20
MATERIAL CONTRACTS .....	24
ADDITIONAL INFORMATION – RISK FACTORS.....	24

## NAME, FORMATION AND HISTORY OF THE COMPANY

Financial 15 Split Corp. II (the “Company”) is a mutual fund corporation incorporated under the laws of Ontario by articles of incorporation dated September 3, 2004, as amended September 29, 2004 and May 23, 2007. Quadravest Inc. (the “Manager”) is the manager of the Company and Quadravest Capital Management Inc. (“Quadravest”) is the portfolio adviser. The principal office address of the Company is 77 King Street West, Suite 4500, Toronto, Ontario M5K 1K7.

On October 15, 2004 and November 9, 2004, the Company completed its initial public offering of 6,700,000 Preferred Shares and 6,700,000 Class A Shares pursuant to a prospectus dated September 29, 2004 (the “Initial Prospectus”). Preferred Shares and the Class A Shares are issued only on the basis that an equal number of Preferred Shares and Class A Shares (together, a “Unit”) will be issued at outstanding at all times. The Preferred Shares and the Class A Shares are listed on the Toronto Stock Exchange (“TSX”) under the symbols FFN.PR.A. and FFN, respectively.

The Company’s investment objectives are (i) to provide holders of Preferred Shares with fixed cumulative preferential monthly cash dividends in the amount of \$0.04375 per Preferred Share (representing a yield of 5.25% per annum based upon the original issue price of the Preferred Shares under the Initial Prospectus); (ii) to provide holders of Class A Shares with regular monthly cash distributions targeted to be \$0.10 per Class A Share, (representing a yield of 8.0% per annum based upon the original issue price of the Class A Shares under the Initial Prospectus); and (iii) to return the original issue price of \$10.00 and \$15.00 to holders of Preferred Shares and Class A Shares, respectively, at the time of the redemption of such shares on December 1, 2014 or such other date as the Company may terminate (the “Termination Date”).

The assets of the Company are invested in an actively managed portfolio of common shares (the “Portfolio”) of the following 15 Canadian and U.S. financial services companies (the “Portfolio Companies”), each of whose shares will generally represent no less than 4% and no more than 8% of the net asset value (“Net Asset Value”) of the Company:

Bank of Montreal	National Bank of Canada	Bank of America Corp.
The Bank of Nova Scotia	Manulife Financial Corporation	Citigroup Inc.
Canadian Imperial Bank of Commerce	Sun Life Financial Services of Canada Inc.	JP Morgan Chase & Co.
Royal Bank of Canada	Great-West Lifeco Inc.	Wells Fargo & Co.
The Toronto-Dominion Bank	CI Financial Income Fund	

As at the date hereof, the Company was reviewing potential replacements for Merrill Lynch & Co., Inc. which was acquired by Bank of America on December 31, 2008.

Up to 15% of the Net Asset Value of the Company may be invested in equity securities of issuers other than the Portfolio Companies. The Company may from time to time, based on Quadravest’s assessment of market conditions, liquidity considerations, maintenance of the rating on the Preferred Shares and other considerations, hold short term debt instruments issued by the government of Canada or a province or short term commercial paper issued by Canadian corporations with a rating of at least R-1 (mid) by DBRS Inc. (“DBRS”) or the equivalent from another rating organization selected by Quadravest (“Permitted Debt Securities”).

To supplement the dividends earned on the Portfolio and to reduce risk, the Company will from time to time write covered call options in respect of all or part of the Portfolio. The individual securities within the Portfolio which are subject to call options and the terms of such options will vary from time to time based on Quadravest’s assessment of the market. The Company may also write cash covered put

options or purchase call options with the effect of closing out existing call options written by the Company and may also purchase put options in order to protect the Company from declines in the market prices of the securities in the Portfolio. The Company may enter into trades to close out positions in such permitted derivatives. The Company may also use derivatives for hedging purposes or otherwise as permitted under National Instrument 81-102 Mutual Funds (“NI 81-102”). Such permitted derivatives may include exchange traded options, futures contracts or options on futures (subject to QuadraVest obtaining any necessary registrations under the *Commodity Futures Act* (Ontario)), over-the-counter options and forward contracts.

The Termination Date for the Company was initially scheduled to be December 1, 2009. On April 24, 2007, the shareholders voted at a special meeting of shareholders to extend the term of the Company to December 1, 2014. On May 23, 2007, articles of amendment to effect this change were filed with the appropriate Ministry.

### INVESTMENT RESTRICTIONS

The Company is subject to, and its investment portfolio is managed in accordance with, certain standard restrictions and practices prescribed by securities legislation of each of the provinces of Canada, including NI 81-102, and any deviation from these restrictions and practices requires the prior approval of the Canadian Securities Administrators of each of the provinces of Canada. These restrictions and practices are designed, in part, to ensure that the Company’s investments are diversified and relatively liquid and to ensure the proper administration of the Company.

The Company is subject to certain investment criteria that, among other things, limit the equity securities and other securities the Company may acquire in the Portfolio. The Company’s investment criteria may not be changed without the approval of the holders of the Preferred Shares and the Class A Shares by a two-thirds majority vote at a meeting called for such purpose. See “*Description of the Shares of the Company — Acts Requiring Shareholder Approval*”. The Company’s investment criteria provide that the Company may not:

- (a) purchase equity securities of an issuer unless:
  - (i) such securities are common shares issued by a Portfolio Company or are securities convertible into or exchangeable for or that carry the right to purchase such common shares, or the purchase is permitted under clause (ii) below,
  - (ii) after such purchase, no more than 15% of the Net Asset Value of the Company is invested in equity securities of issuers other than the Portfolio Companies, and
  - (iii) after such purchase, no more than 10% of the Net Asset Value of the Company is invested in the equity securities of that issuer;
- (b) purchase debt securities unless such securities are Permitted Debt Securities;
- (c) write a call option in respect of any security unless such security is held by the Company at the time the option is written;
- (d) dispose of a security included in the Portfolio that is subject to a call option written by the Company unless that option has either been closed out or has expired; and

- (e) enter into any arrangement (including the acquisition of securities for the Portfolio and the writing of covered call options in respect thereof) where the main reason for entering into the arrangement is to enable the Company to receive a dividend on such securities in circumstances where, under the arrangement, someone other than the Company bears the risk of loss or enjoys the opportunity for gain or profit with respect to such securities in any material respect.

For the purposes of the restrictions set forth in paragraphs (a), (c) and (d) above, any indirect holding of securities of a Portfolio Company is aggregated with the Company's direct holdings and considered to be subject to the same restrictions.

In addition, the Company will not acquire or continue to hold any security that is a "specified property" as defined in subsection 18(1) of the legislative proposals to amend the *Income Tax Act* (Canada) (the "Tax Act") released by the Minister of Finance (Canada) on September 16, 2004 if the total of all amounts each of which is the fair market value of a specified property would exceed 10% of the total of all amounts each of which is the fair market value of a property of the Company. The Company will also not hold securities of any non-resident entity if the Company would be required to include any material amount in income in respect of such securities under proposed sections 94.1, 94.2 or 94.3 of the Tax Act, as set forth in the proposed amendments to the Tax Act contained in Bill C-10, from the previous session of Parliament.

## **DESCRIPTION OF THE SHARES OF THE COMPANY**

The Company is authorized to issue an unlimited number of Preferred Shares and Class A Shares and 1,000 Class B Shares, of which as at the date of this Annual Information Form there are issued and outstanding 1,000 Class B Shares, 6,330,250 Preferred Shares and 6,330,250 Class A Shares. The attributes of the Preferred Shares and Class A Shares are described below under "*Description of the Shares of the Company – Certain Provisions of the Preferred Shares*" and "*Description of the Shares of the Company – Certain Provisions of the Class A Shares*", respectively.

The holders of Class B Shares are not entitled to receive dividends. The holders of the Class B Shares are entitled to one vote per share. The Class B Shares are retractable at a price of \$1.00 per share and have a nominal liquidation entitlement of \$1.00 per share which will be paid to the holders of the Preferred Shares and the Class A Shares on the Termination Date. The Class B Shares rank subsequent to the Preferred Shares and prior to the Class A Shares with respect to such nominal liquidation entitlement on the dissolution, liquidation or winding-up of the Company.

The Company is not currently proposing to issue additional Preferred Shares or Class A Shares but is not precluded from doing so in the future. The Company will not issue additional Class B Shares.

### **Certain Provisions of the Preferred Shares**

#### *Dividends*

The Company will pay, as and when declared by the Board of Directors of the Company, a fixed cumulative preferential monthly dividend of \$0.04375 per Preferred Share to holders of Preferred Shares of record on the last day of each month (each a "Dividend Record Date"). Based on market conditions and the composition of the Portfolio, it is anticipated that such dividends will consist solely of ordinary dividends.

Dividends that are declared by the Board of Directors of the Company will be payable to holders of Preferred Shares of record at 5:00 p.m. (Eastern Standard Time) on the applicable Dividend Record Date with payment being made within 15 days thereafter. Each holder of Preferred Shares will be mailed annually, no later than February 28, information necessary to enable such shareholder to complete an income tax return with respect to amounts paid or payable by the Company in respect of the preceding calendar year.

Regular monthly dividends were paid to holders of the Preferred Shares each month during the Company's last fiscal year ended November 30, 2008.

#### *Rating*

The Preferred Shares have been rated Pfd-5 (high) by DBRS. A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by DBRS.

#### *Payments on Termination*

All Preferred Shares outstanding on the Termination Date will be redeemed by the Company on such date. Immediately prior to the Termination Date, the Company will, to the extent possible, convert the Portfolio to cash and will pay or make adequate provision for all of the Company's liabilities. The Company will, to the extent possible, after receipt of the net cash proceeds of the liquidation of the Portfolio, distribute the original investment amount of \$10.00 per Preferred Share to holders of Preferred Shares through the redemption of the Preferred Shares as soon as practicable after the Termination Date.

#### *Retraction Privileges*

Preferred Shares may be surrendered at any time for retraction to Computershare Investor Services Inc. ("Computershare"), the Company's registrar and transfer agent, but will be retracted only as of last business day of each month (a "Retraction Date"). Preferred Shares surrendered for retraction by a shareholder at least 10 business days prior to a Retraction Date will be retracted and the holder will receive payment on or before the 15th day following such Retraction Date (the "Retraction Payment Date"). If a holder of Preferred Shares makes such surrender after 5:00 p.m. (Eastern Standard Time) on the 10th business day immediately preceding a Retraction Date, the Preferred Shares will be retracted on the Retraction Date in the following month and the holder will receive payment for the retracted shares as of the Retraction Payment Date in respect of the Retraction Date in the following month.

Except as noted below, holders of Preferred Shares whose shares are surrendered for retraction will be entitled to receive a price per share (the "Preferred Share Retraction Price") equal to the lesser of (i) \$10.00 and (ii) 96% of the Net Asset Value per Unit determined as of the Retraction Date, less the cost to the Company of the purchase of a Class A Share in the market for cancellation and less any other applicable costs. For this purpose, the cost of the purchase of a Class A Share includes the purchase price of the Class A Share and commissions and costs, if any (to a maximum of 1% of the Net Asset Value per Unit), related to the liquidation of any portion of the Portfolio to fund the purchase of the Class A Share and the payment of the Preferred Share Retraction Price. Any accrued or declared and unpaid dividends payable on or before a Retraction Date in respect of Preferred Shares tendered for retraction on such Retraction Date will also be paid on the Retraction Payment Date.

Shareholders also have an annual retraction right under which they may concurrently retract a Preferred Share and a Class A Share on the October Retraction Date in each year. The price paid by the Company for such a concurrent retraction will be equal to the Net Asset Value per Unit calculated as of

that date, less any related commissions and other costs (to a maximum of 1% of the Net Asset Value per Unit) related to liquidating the Portfolio to pay such redemption amount.

As disclosed below under “*Description of the Shares of the Company — Resale of Shares Tendered for Retraction*”, if a holder of Preferred Shares tendered for retraction has not withheld his or her consent thereto in the manner provided in the retraction notice delivered to CDS Clearing and Depository Services Inc. (“CDS”) through a participant in the CDS book-based system (a “CDS Participant”), the Company may, but is not obligated to, require the Recirculation Agent (as defined below) to use its best efforts to find purchasers for any Preferred Shares tendered for retraction prior to the relevant Retraction Payment Date pursuant to the Recirculation Agreement (as defined below). Holders of Preferred Shares are free to withhold their consent to such treatment and to require the Company to retract their Preferred Shares in accordance with their terms.

Subject to the Company’s right to require the Recirculation Agent to use its best efforts to find purchasers prior to the relevant Retraction Payment Date for any Preferred Shares tendered for retraction, any and all Preferred Shares which have been surrendered to the Company for retraction are deemed to be outstanding until (but not after) the close of business on the relevant Retraction Date, unless the Preferred Share Retraction Price is not paid on the Retraction Payment Date, in which event such Preferred Shares will remain outstanding.

The retraction right must be exercised by causing written notice to be given within the notice periods prescribed herein and in the manner described below under “*Description of the Shares of the Company — Book-Entry System*”. Such surrender will be irrevocable upon the delivery of notice to CDS through a CDS Participant, except with respect to those Preferred Shares which are not retracted by the Company on the relevant Retraction Payment Date.

If any Preferred Shares are tendered for retraction and are not resold in the manner described below under “*Description of the Shares of the Company — Resale of Shares Tendered for Retraction*”, the Company will, prior to the Retraction Payment Date, purchase for cancellation that number of Class A Shares which equals the number of Preferred Shares so retracted. Any Class A Shares so purchased for cancellation will be purchased in the market.

#### *Priority*

The Preferred Shares rank in priority to the Class A Shares with respect to the payment of dividends (no dividends are payable on the Class B Shares) and in priority to the Class A Shares and the Class B Shares with respect to the repayment of capital on the dissolution, liquidation or winding-up of the Company.

### **Certain Provisions of the Class A Shares**

#### *Dividends*

The Class A Share conditions provide that the Company may pay dividends on the Class A Shares in such amounts as are determined by the directors in their discretion. The current policy of the Board of Directors of the Company is to pay monthly non-cumulative dividends of at least \$0.10 to the holders of Class A Shares of record on each Dividend Record Date. In addition, if any amounts remain available for the payment of dividends, a special year-end dividend of such amount will be payable to Class A Shareholders of record on the last day of November in each year.

No regular monthly dividends will be paid on the Class A Shares in any month as long as any dividends on the Preferred Shares are then in arrears or so long as the Net Asset Value per Unit is equal to or less than \$15.00. Additionally, it is currently intended that no special year-end dividends will be paid if after payment of such a dividend the Net Asset Value per Unit would be less than \$25.00.

The amount of dividends in any particular month will be determined by the Board of Directors of the Company on the advice of Quadravest, having regard to the investment objectives of the Company, the net income and net realized capital gains of the Company during the month and in the year to date, the net income and net realized capital gains of the Company anticipated in the balance of the year, the Net Asset Value per Unit and dividends paid in previous months. Regular monthly dividends were paid to holders of the Class A Shares each month during the Company's last fiscal year ended November 30, 2008, except in respect of the month ended November 30, 2008. There can be no assurances that the Company will be able to pay dividends on the Class A Shares in the future.

Dividends declared by the Board of Directors of the Company will be payable to holders of Class A Shares of record at 5:00 p.m. (Eastern Standard Time) on the applicable Dividend Record Date with payment being made within 15 days thereafter. Each holder of Class A Shares will be mailed annually, no later than February 28, information necessary to enable such shareholder to complete an income tax return with respect to amounts paid or payable by the Company in respect of the preceding calendar year.

#### *Payments on Termination*

All Class A Shares outstanding on the Termination Date will be redeemed by the Company on such date. Immediately prior to the Termination Date, the Company will, to the extent possible, convert the Portfolio to cash and pay or make provision for all of the Company's liabilities and will, to the extent possible, distribute to holders of the Preferred Shares the original investment amount for each Preferred Share then outstanding through the redemption of the Preferred Shares. The Company will return the initial investment amount of \$1,000 (\$1.00 per Class B Share) to the holders of such shares upon the redemption of the Class B Shares on the Termination Date. Thereafter, the Company will distribute to holders of the Class A Shares the remaining assets of the Company, if any, as soon as practicable after the Termination Date.

#### *Retraction Privileges*

Class A Shares may be surrendered at any time for retraction to Computershare, but will be retracted only as of a Retraction Date. Class A Shares surrendered for retraction by a shareholder at least 10 business days prior to a Retraction Date will be retracted and the holder will receive payment on or before the Retraction Payment Date. If a holder of Class A Shares makes such surrender after 5:00 p.m. (Eastern Standard Time) on the 10th business day immediately preceding a Retraction Date, the Class A Shares will be retracted as of the Retraction Date in the following month and the holder will receive payment for the retracted shares on the Retraction Payment Date in respect of the Retraction Date in the following month.

Except as noted below, holders of Class A Shares whose shares are surrendered for retraction will be entitled to receive a retraction price per share ("Class A Share Retraction Price") equal to 96% of the Net Asset Value per Unit determined as of the Retraction Date, less the cost to the Company of the purchase of a Preferred Share in the market for cancellation and less any other applicable costs. For this purpose, the cost of the purchase of a Preferred Share will include the purchase price of the Preferred Share and commissions and costs, if any (to a maximum of 1% of the Net Asset Value per Unit), related to the liquidation of any portion of the Portfolio to fund the purchase of the Preferred Share and the

payment of the Class A Share Retraction Price. Any accrued or declared and unpaid dividends payable on or before a Retraction Date in respect of Class A Shares tendered for retraction on such Retraction Date will also be paid on the Retraction Payment Date.

Shareholders also have an annual retraction right under which they may concurrently retract a Preferred Share and a Class A Share on the October Retraction Date in each year. The price paid by the Company for such a concurrent retraction will be equal to the Net Asset Value per Unit calculated as of that date, less any related commissions and other costs (to a maximum of 1% of the Net Asset Value per Unit) related to liquidating the Portfolio to pay such redemption amount.

As disclosed below under “*Description of the Shares of the Company — Resale of Shares Tendered for Retraction*”, if the holder of Class A Shares tendered for retraction has not withheld his consent thereto in the manner provided in the retraction notice delivered to CDS through a CDS Participant, the Company may, but is not obligated to, require the Recirculation Agent to use its best efforts to find purchasers for any Class A Shares tendered for retraction prior to the relevant Retraction Payment Date pursuant to the Recirculation Agreement. Holders of Class A Shares are free to withhold their consent to such treatment and to require the Company to retract their Class A Shares in accordance with their terms.

Subject to the Company’s right to require the Recirculation Agent to use its best efforts to find purchasers prior to the relevant Retraction Payment Date for any Class A Shares tendered for retraction, any and all Class A Shares which have been surrendered to the Company for retraction are deemed to be outstanding until (but not after) the close of business on the relevant Retraction Date, unless the Class A Share Retraction Price is not paid on the Retraction Payment Date, in which event such Class A Shares will remain outstanding.

The retraction right must be exercised by causing written notice to be given within the notice periods prescribed herein and in the manner described below under “*Description of the Shares of the Company — Book-Entry System*”. Such surrender will be irrevocable upon the delivery of notice to CDS through a CDS Participant, except with respect to those Class A Shares which are not retracted by the Company on the relevant Retraction Date.

If any Class A Shares are tendered for retraction and are not resold in the manner described below under “*Description of the Shares of the Company — Resale of Shares Tendered for Retraction*”, the Company will, prior to the Retraction Payment Date, purchase for cancellation that number of Preferred Shares which equals the number of Class A Shares so retracted. Any Preferred Shares so purchased for cancellation will be purchased in the market.

#### *Priority*

The Class A Shares rank subordinate to the Preferred Shares with respect to the payment of dividends (no dividends are payable on the Class B Shares) and subordinate to the Preferred Shares and the Class B Shares with respect to the repayment of capital on the dissolution, liquidation or winding-up of the Company.

#### **Resale of Shares Tendered for Retraction**

The Company has entered into an agreement dated September 29, 2004 (the “Recirculation Agreement”) with CIBC World Markets Inc. (the “Recirculation Agent”) and Computershare whereby the Recirculation Agent has agreed to use its best efforts to find purchasers for any Preferred Shares or Class A Shares tendered for retraction prior to the relevant Retraction Payment Date, provided that the holder of

the shares so tendered has not withheld consent thereto. The Company is not obligated to require the Recirculation Agent to seek such purchasers but may elect to do so. In the event that a purchaser for such shares is found in this manner, the notice of retraction will be deemed to have been withdrawn prior to the relevant Retraction Date and the shares shall remain outstanding. The amount to be paid to the holder of such shares on the relevant Retraction Payment Date will be an amount equal to the proceeds of the sale of such shares less any applicable commission. Such amount will not be less than the applicable Preferred Share Retraction Price or the Class A Share Retraction Price, as the case may be.

### **Suspension of Retractions or Redemptions**

The Company may suspend the retraction or redemption of Preferred Shares and Class A Shares or payment of retraction or redemption proceeds during any period when normal trading is suspended on one or more stock exchanges on which more than 50% of the equity securities held by the Company are listed or, with the prior permission of the Ontario Securities Commission, for any period not exceeding 120 days during which the Company determines that conditions exist which render impractical the sale of assets of the Company or which impair the ability of the Company to determine the value of the assets of the Company. The suspension may apply to all requests for retraction received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect.

All shareholders making such requests shall be advised by the Company of the suspension and that the retraction will be effected at a price determined on the first Valuation Date following the termination of the suspension. All such shareholders shall have and shall be advised that they have the right to withdraw their requests for retraction. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with official rules and regulations promulgated by any government body having jurisdiction over the Company, any declaration of suspension made by the Company shall be conclusive.

### **Book-Entry System**

Registration of interests in and transfers of the Preferred Shares and Class A Shares will be made only through a book-based system administered by CDS (the “book-entry only system”). On the closing of the Offering, the Company will deliver to CDS certificates evidencing the aggregate Preferred Shares and Class A Shares subscribed for under the Offering. Preferred Shares and Class A Shares must be purchased, transferred and surrendered for retraction or redemption through a CDS Participant. All rights of an owner of Preferred Shares or Class A Shares must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such Preferred Shares or Class A Shares. Upon purchase of any Preferred Shares or Class A Shares, the owner will receive only the customary confirmation.

The ability of a beneficial owner of Preferred Shares or Class A Shares to pledge such shares or otherwise take action with respect to such owner’s interest in such shares (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

An owner of Preferred Shares or Class A Shares who desires to exercise retraction privileges thereunder must do so by causing a CDS Participant to deliver to CDS (at its office in the City of Toronto) on behalf of the owner a written notice of the owner’s intention to retract shares, no later than 5:00 p.m. (Eastern Standard Time) on the relevant notice date. An owner who desires to retract Preferred Shares or Class A Shares should ensure that the CDS Participant is provided with notice (the “Retraction Notice”) of his intention to exercise his retraction privilege sufficiently in advance of the relevant notice

date so as to permit the CDS Participant to deliver notice to CDS by the required time. The Retraction Notice will be available from a CDS Participant or Computershare, the Company's transfer agent and registrar. Any expense associated with the preparation and delivery of Retraction Notices will be for the account of the owner exercising the retraction privilege.

By causing a CDS Participant to deliver to CDS a notice of the owner's intention to retract shares, an owner shall be deemed to have irrevocably surrendered his shares for retraction and appointed such CDS Participant to act as his exclusive settlement agent with respect to the exercise of the retraction privilege and the receipt of payment in connection with the settlement of obligations arising from such exercise.

Any retraction notice which CDS determines to be incomplete, not in proper form or not duly executed shall for all purposes be void and of no effect, and the retraction privilege to which it relates shall be considered for all purposes not to have been exercised thereby. A failure by a CDS Participant to exercise retraction privileges or to give effect to the settlement thereof in accordance with the owner's instructions will not give rise to any obligations or liability on the part of the Company to the CDS Participant or the owner.

The Company has the option to terminate registration of the Preferred Shares or Class A Shares through the book-entry only system, in which case certificates for Preferred Shares or Class A Shares, as the case may be, in fully registered form would be issued to beneficial owners of such shares, or their nominees.

### **Meetings of Shareholders**

Except as required by law or set out below, holders of Preferred Shares and Class A Shares will not be entitled to receive notice of, to attend or to vote at any meeting of shareholders of the Company.

### **Acts Requiring Shareholder Approval**

The following matters require the approval of the holders of Preferred Shares and Class A Shares by a two-thirds majority vote (other than matters referred to in paragraphs (c), (l) and (m), which require approval of a simple majority vote) at a meeting called and held for such purpose:

- (a) a change in the fundamental investment objectives and strategy of the Company;
- (b) a change in the investment criteria of the Company as described under "*Investment Restrictions*";
- (c) the entering into by the Company of transactions involving derivatives, other than as described in the Initial Prospectus and other than the use of derivatives as permitted for a mutual fund under NI 81-102;
- (d) any change in the basis of calculating fees or other expenses that are charged to the Company which could result in an increase in charges to the Company;
- (e) the introduction of a fee or expense to be charged to the Company or directly to shareholders by the Company or the Manager in connection with the holding of securities of the Company that could result in an increase in charges to the Company or its shareholders;

- (f) the approval to the appointment of a successor to the Manager following the resignation of the Manager unless an affiliate is appointed;
- (g) the removal of the Manager and the appointment of a successor in the event the Manager is insolvent, or is in breach or default of its obligations under the Management Agreement and such breach or default is not cured within 30 days of notice of such breach or default being given to the Manager;
- (h) the approval of any other change of the Manager of the Company unless an affiliate of the Manager becomes the manager;
- (i) the approval of the assignment of the Investment Management Agreement by Quadrainvest, except to an affiliate;
- (j) the confirmation of the appointment of a successor to Quadrainvest in the event the Company terminates the Investment Management Agreement unless an affiliate is appointed;
- (k) the approval of the termination of the Investment Management Agreement by Quadrainvest, unless the reason for such termination is (i) a material breach or default by the Company of its obligations under the Investment Management Agreement where notice of such breach or default has been provided by Quadrainvest to the Company and it remains uncured for 30 days, or (ii) there has been a material change to the fundamental investment objectives, strategies or criteria of the Company;
- (l) a decrease in the frequency of calculating the Net Asset Value;
- (m) a change of the auditors of the Company, unless such change does not require shareholder approval under applicable securities legislation;
- (n) any merger of the Company for which shareholder approval under NI 81-102 would be required;
- (o) an amendment, modification or variation in the provisions or rights attaching to the Preferred Shares, Class A Shares or Class B Shares; and
- (p) any other change for which the approval of the holders of the Preferred Shares and the Class A Shares is required under the provisions of the *Business Corporations Act* (Ontario).

Each Preferred Share and Class A Share will have one vote at such a meeting and will not vote separately as a class in respect of any vote taken (except for a vote in respect of the matters referred to in paragraphs (a), (b) and (o) above and any other matters referred to above if a class is affected by the matter in a manner different from the other classes of shares of the Company). Ten per cent of the outstanding Preferred Shares and Class A Shares, respectively, represented in person or by proxy at the meeting will constitute a quorum. If no quorum is present, the holders of Preferred Shares and Class A Shares then present will constitute a quorum at an adjourned meeting.

## Reporting to Shareholders

The Company will deliver (or, if permitted by law, make available) to each shareholder annual and semi-annual financial statements of the Company or such other statements as may be required by law.

## VALUATION OF PORTFOLIO SECURITIES

The net asset value of the Company is calculated by RBC Dexia Investor Services Trust (“RBC Dexia”) as of each Retraction Date (as defined below) and as of the 15<sup>th</sup> day of each month or if the 15<sup>th</sup> day of each month is not a Business Day then the immediately preceding Business Day (each, a “Valuation Date”) by subtracting the aggregate amount of the Company’s liabilities from its total assets. The Company’s assets are valued in accordance with any requirements of law, including National Instrument 81-106 Investment Fund Continuous Disclosure (“NI 81-106”).

## CALCULATION OF NET ASSET VALUE

The Net Asset Value per Unit is the amount obtained by dividing the Net Asset Value of the Company as of a particular Valuation Date by the total number of Units outstanding on that date. The Net Asset Value per Unit, as of the most recent mid-month or month-end Valuation Date, will be provided by Quadravest to shareholders on request and will be available electronically at any time to shareholders at [www.financial15.com](http://www.financial15.com).

## PURCHASES AND SWITCHES

Preferred Shares and Class A Shares are not currently being offered. There are no applicable switch rights.

## RETRACTIONS AND REDEMPTIONS

Retraction and redemption rights are discussed above under “*Description of the Shares of the Company – Certain Provisions of the Preferred Shares*” and “*Description of the Shares of the Company – Certain Provisions of the Class A Shares*”.

## MANAGEMENT OF THE COMPANY

### Directors and Officers of the Company

The following are the names, municipalities of residence, office and principal occupations of the directors and officers of the Company.

<u>Name and Municipality of Residence</u>	<u>Office</u>	<u>Principal Occupation</u>
S. WAYNE FINCH <sup>(1)</sup> Brampton, Ontario	Chairman, President, Chief Executive Officer and Director	Chief Executive and Chief Investment Officer, Quadravest Capital Management Inc.
LAURA L. JOHNSON	Secretary and Director	Managing Director and Portfolio Manager, Quadravest Capital

Oakville, Ontario		Management Inc.
PETER F. CRUICKSHANK Brampton, Ontario	Chief Financial Officer and Director	Managing Director and Chief Financial Officer, Quadravest Capital Management Inc.
WILLIAM C. THORNHILL Mississauga, Ontario	Director	President, William C. Thornhill Consulting Inc.
MICHAEL W. SHARP <sup>(1)</sup> Toronto, Ontario	Director	Partner, Blake, Cassels & Graydon LLP
JOHN D. STEEP <sup>(1)</sup> Stratford, Ontario	Director	President, S Factor Consulting Inc.

---

<sup>(1)</sup> Member of the Audit Committee.

All of the directors and officers of the Company have held the same principal occupation for the five years preceding the date hereof

### **The Manager**

Pursuant to an agreement between the Company and Quadravest Inc. dated September 29, 2004 (the “Management Agreement”), Quadravest Inc. is the manager of the Company and, as such, is responsible for providing or arranging for administrative services required by the Company including, without limitation, authorizing the payment of operating expenses incurred on behalf of the Company; preparing financial statements and financial and accounting information as required by the Company; ensuring that shareholders are provided with financial statements (including semi-annual and annual financial statements) and other reports as are from time to time required by applicable law; ensuring that the Company complies with regulatory requirements and applicable stock exchange listing requirements; preparing the Company’s reports to shareholders and the Canadian securities regulatory authorities; determining the amount of dividends to be paid by the Company; and negotiating contractual agreements with third-party providers of services, including registrars, transfer agents, auditors and printers.

The Manager is required to exercise the powers and discharge the duties of its office honestly, in good faith and in the best interests of shareholders, and in connection therewith, to exercise the degree of care, diligence and skill that a reasonably prudent manager would exercise in similar circumstances.

The Manager may resign upon 60 days’ notice to shareholders and the Company or such lesser notice as the Company may accept. If the Manager resigns it may appoint its successor, but its successor must be approved by shareholders unless it is an affiliate of the Manager. If the Manager commits certain events of bankruptcy or insolvency or is in material breach or default of its obligations under the Management Agreement and such breach or default has not been cured within 30 days after notice of same has been given to the Manager, the Company shall give notice thereof to shareholders and the shareholders may remove the Manager and appoint a successor manager. Except as described above, the Manager cannot be terminated as manager of the Company.

The Manager is entitled to fees for its services under the Management Agreement as described under “*Fees and Expenses*” and will be reimbursed for all reasonable costs and expenses incurred by it on behalf of the Company. In addition, the Manager and each of its directors, officers, employees and agents

will be indemnified by the Company from and against all legal fees, judgments and amounts paid in settlement, actually and reasonably incurred by the Manager or any of its officers, directors, employees or agents in the exercise of its duties as manager, unless those fees, judgments or amounts paid in settlement were incurred as a result of a breach by the Manager of the standard of care described above and provided the Company has reasonable grounds to believe that the action or inaction that caused the payment of the fee, judgment or amount paid in settlement was in the best interests of the Company.

The management services of the Manager under the Management Agreement are not exclusive and nothing in the Management Agreement prevents the Manager from providing similar management services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the Company) or from engaging in other activities. For a list of the directors and officers of the Manager, see “*Management of the Company — The Investment Manager*”.

The principal office address of the Manager is 77 King Street West, Suite 4500, Toronto, Ontario M5K 1K7. The Manager is controlled by S. Wayne Finch.

### **The Investment Manager**

QuadraVest will manage the Company’s investment portfolio in a manner consistent with the investment objectives, strategy and criteria of the Company pursuant to an agreement (the “Investment Management Agreement”) between the Company and QuadraVest dated September 29, 2004. Investment assets are generally managed by QuadraVest to meet specific absolute return objectives rather than taking on the additional risk of targeting relative returns. As a result of the dual focus of absolute returns and capital preservation, QuadraVest is able to adopt a more defensive approach in implementing its investment strategies than would be the case if it focused on relative returns. QuadraVest relies on fundamental analysis in managing equity portfolios, such that it focuses on a company’s earnings history, relative price - earnings multiple, cash flow, dividend yield, market position and growth prospects.

QuadraVest is the investment manager of 14 other public mutual fund corporations and one public mutual fund trust that have completed public offerings with aggregate proceeds in excess of \$2.5 billion. The principal office address of QuadraVest is at 77 King Street West, Suite 4500, Toronto, Ontario M5K 1K7, and its website address is [www.quadraVest.com](http://www.quadraVest.com). The Manager owns all of the voting shares of QuadraVest.

#### *Directors and Officers of QuadraVest*

The name and municipality of residence of each of the directors and officers of QuadraVest, who also hold similar positions with the Manager, are as set out below.

<b><u>Name and Municipality of Residence</u></b>	<b><u>Office</u></b>
S. WAYNE FINCH Brampton, Ontario	Chairman, President, Secretary, Chief Executive Officer, Chief Investment Officer and Director
LAURA L. JOHNSON Oakville, Ontario	Managing Director and Portfolio Manager
PETER F. CRUICKSHANK Brampton, Ontario	Managing Director and Chief Financial Officer

Wayne Finch is the Chairman and Chief Investment Officer of Quadrainvest. Mr. Finch has over 22 years of experience in designing and managing investment portfolios. Prior to forming Quadrainvest in 1997, Mr. Finch was Vice-President at another investment management firm where he was a portfolio manager of a number of publicly traded investment vehicles employing investment strategies similar to those of the Company, and prior to that was a portfolio manager in the treasury operations of a major Canadian trust company where he managed a number of common and preferred share portfolios and mutual funds.

Laura L. Johnson is the Portfolio Manager and Managing Director of Quadrainvest. Ms. Johnson has over 16 years of experience in the financial services industry, including extensive experience with investment products employing investment strategies similar to those of the Company. Prior to forming Quadrainvest with Mr. Finch, Ms. Johnson was employed in the structured finance, equity and fixed income areas at another investment management firm where she worked extensively on investment products.

Peter F. Cruickshank is the Chief Financial Officer and Managing Director of Quadrainvest. Mr. Cruickshank is a chartered accountant who has spent the last 23 years of his career in the investment industry. Prior to joining Quadrainvest, he was a director and the chief financial officer of another investment management firm from 1986 to 1999.

#### *Investment Management Agreement*

The services to be provided by Quadrainvest pursuant to the Investment Management Agreement will include the making of all investment decisions for the Company and managing the Company's call option writing, all in accordance with the investment objectives, strategy and criteria of the Company. Decisions as to the purchase and sale of securities comprising the Portfolio and as to the execution of all portfolio and other transactions will be made by Quadrainvest. In the purchase and sale of securities for the Company and the writing of option contracts, Quadrainvest will seek to obtain overall services and prompt execution of orders on favourable terms.

Under the Investment Management Agreement, Quadrainvest is required to act at all times on a basis which is fair and reasonable to the Company, to act honestly and in good faith with a view to the best interests of the shareholders of the Company and, in connection therewith, to exercise the degree of care, diligence and skill that a reasonably prudent portfolio manager would exercise in comparable circumstances. The Investment Management Agreement provides that Quadrainvest will not be liable in any way for any default, failure or defect in or diminution in the value of any of the securities in the Portfolio if it has satisfied the standard of care, diligence and skill set forth above. Quadrainvest will incur liability for any breach of this standard of care.

The Investment Management Agreement, unless terminated as described below, will continue in effect until the final redemption of the Preferred Shares and Class A Shares on the Termination Date. The Company may terminate the Investment Management Agreement if Quadrainvest has committed certain events of bankruptcy or insolvency or is in material breach or default of the provisions of the agreement and such breach has not been cured within 30 days after notice of the breach has been given to Quadrainvest. Otherwise, Quadrainvest cannot be terminated as investment manager of the Company.

Except as set out below, Quadrainvest may not terminate the Investment Management Agreement or assign the same except to an affiliate of Quadrainvest, without shareholder approval. Quadrainvest may terminate the Investment Management Agreement if the Company is in material breach or default of the provisions thereof and such breach or default has not been cured within 30 days of notice of the breach or default to the Company or if there is a material change in the fundamental investment objectives, strategy or criteria of the Company.

If the Investment Management Agreement is terminated, the Board of Directors of the Company will promptly appoint a successor investment manager to carry out the activities of Quadrainvest until a meeting of shareholders of the Company is held to confirm such appointment.

Quadrainvest is entitled to fees for its services under the Investment Management Agreement as described under “*Fees and Expenses*” and will be reimbursed for all reasonable costs and expenses incurred by it on behalf of the Company. In addition, Quadrainvest and each of its directors, officers, employees and agents will be indemnified by the Company from and against all legal fees, judgments and amounts paid in settlement, actually and reasonably incurred by Quadrainvest or any of its officers, directors, employees or agents in the exercise of its duties as investment manager, unless those fees, judgments or amounts paid in settlement were incurred as a result of a breach by Quadrainvest of the standard of care described above and provided the Company has reasonable grounds to believe that the action or inaction that caused the payment of the fee, judgment or amount paid in settlement was in the best interests of the Company.

### **Registrar, Transfer Agent, Custodian and Auditors**

Pursuant to a Transfer Agent, Registrar and Dividend Disbursing Agreement dated September 29, 2004, Computershare, at its principal office in Toronto, has been appointed the registrar and transfer agent for the Preferred Shares and the Class A Shares and is responsible for assisting the Company in disbursing dividends and other distributions to holders of the Preferred Shares and the Class A Shares.

Pursuant to an agreement (the “Custodian Agreement”) dated September 29, 2004, The Royal Trust Company was appointed as the custodian of the assets of the Company. Such agreement was assigned to RBC Dexia effective January 1, 2006. RBC Dexia is, in addition to acting as custodian, also responsible for certain aspects of the day-to-day administration of the Company, including processing retractions, calculating Net Asset Value and maintaining the fund valuation books and records of the Company. The address of the RBC Dexia is 77 King Street West, 11th Floor, Royal Trust Tower, Toronto-Dominion Centre, Toronto, Ontario M5W 1P9 Attention: International Investment Products. RBC Dexia will not have any responsibility or liability for any assets of the Company which it does not directly hold or have control over (including through its sub-custodians), including, without limitation, any assets of the Company pledged to a counterparty pursuant to derivatives transactions entered into by the Company, if any. RBC Dexia is entitled to receive fees from the Company and to be reimbursed for all expenses and liabilities which are properly incurred by RBC Dexia in connection with the activities of the Company.

The auditors of the Company are PricewaterhouseCoopers LLP, 77 King Street West, Toronto, Ontario M5K 1G8.

## **CONFLICTS OF INTEREST**

### **Principal Holders of Securities**

All of the issued and outstanding Class B Shares of the Company are owned by Financial 15 Split Corp. II Holding Trust (the “Trust”), of which S. Wayne Finch is the trustee and the holders of the Preferred Shares and Class A Shares from time to time are the beneficiaries. As a result, any amount payable in respect of the redemption of Class B Shares on the Termination Date will be paid to the holders of the Preferred Shares and Class A Shares on such date. The Class B Shares are held in escrow by RBC Dexia pursuant to an agreement dated September 29, 2004 (the “Escrow Agreement”) between the Trust, RBC Dexia and the Company and will not be disposed of or dealt with in any manner until all

the Preferred Shares and Class A Shares have been retracted or redeemed, except in certain circumstances contemplated by the Escrow Agreement.

### **Affiliated Entities**

Except as disclosed in this Annual Information Form, no affiliated entities provide services to the Company.

### **Manager and Investment Advisor**

Quadravest is engaged in a variety of investment management, investment advisory and other business activities. The services of Quadravest under the Investment Management Agreement are not exclusive and nothing in the Investment Management Agreement prevents Quadravest or any of its affiliates from providing similar services to other investment funds and other clients (whether or not their investment objectives, strategies and policies are similar to those of the Company) or from engaging in other activities. Quadravest's investment decisions for the Company will be made independently of those made for its other clients and independently of its own investments. However, on occasion, Quadravest may make the same investment for the Company and for one or more of its other clients. If the Company and one or more of the other clients of Quadravest are engaged in the purchase or sale of the same security, the transactions will be effected on an equitable basis.

Quadravest and the Manager will receive the fees described under "*Fees and Expenses*" for their respective services to the Company and will be reimbursed by the Company for all expenses incurred in connection with the operation and administration of the Company. S. Wayne Finch controls the Manager, which in turn owns all of the voting shares of Quadravest.

### **Insider Reporting**

Quadravest and the Manager have each undertaken to file, and have agreed to cause their directors and senior officers to file, insider trading reports as if the Company was not a mutual fund, in accordance with applicable securities legislation in respect of trades made by it or those directors and senior officers in shares of the Company.

The senior officers and directors of the Company have also undertaken to file insider trading reports, as if the Company was not a mutual fund, in accordance with applicable provincial securities legislation, for themselves. The Company has undertaken that it will not elect or appoint any person in the future as a senior officer or director unless such person undertakes to file insider trading reports as if the Company was not a mutual fund, in accordance with applicable provincial securities legislation and to deliver to each applicable provincial securities regulatory authority an undertaking to file insider trading reports in accordance with applicable provincial securities legislation. The foregoing undertakings shall remain in full force until such time as, in the case of the undertaking of Quadravest and the Manager, the voting shares of the Company are not controlled directly or indirectly by Mr. Finch; in the case of the undertakings of a director or senior officer of the Company, such person ceases to be a director or officer of the Company; or in each case all of the Preferred Shares and Class A Shares have been redeemed or retracted.

### **Brokerage Commissions**

When the services and prices offered by more than one broker or dealer are comparable and satisfy best execution criteria, Quadravest may choose to effect portfolio transactions with brokers and dealers who provide services such as research, statistical data, financial and economic databases and other

similar services. The following companies have provided financial information services that Quadravest uses as part of its investment decision making process and remuneration for these services was paid through brokerage commissions on trades executed by the company under “client commissions arrangements” (also known as “soft dollar arrangements”): American Stock Exchange, Bloomberg, Dow Jones Canada, Montreal Stock Exchange, Options Price Reporting Authority, PC Quote Canada, Thomson Financial Canada, New York Stock Exchange, Institutional Investor Services and TSX Inc.

## **FEES AND EXPENSES**

### **Initial Expenses**

The expenses of the initial public offering of Preferred Shares and Class A Shares (including the costs of creating and organizing the Company, the costs of printing and preparing the Initial Prospectus, legal expenses of the Company, marketing expenses and legal and other out of pocket expenses incurred by the agents under the Initial Prospectus and certain other expenses) were paid by the Company out of the gross proceeds of such offering.

### **On-Going Fees and Other Expenses**

Pursuant to the Management Agreement, the Manager is entitled to an administration fee payable monthly in arrears at an annual rate equal to 0.1% of the Company’s Net Asset Value calculated as at the last Valuation Date in each month, plus an amount equal to the service fee (the “Service Fee”) payable to dealers. The Company will also pay any goods and services taxes applicable to this administration fee.

The Manager will pay the Service Fee to each dealer whose clients hold Class A Shares. The Service Fee will be calculated and paid at the end of each calendar quarter and will be equal to 0.50% annually of the value of the Class A Shares held by clients of the dealer. For these purposes, the value of a Class A Share at any time is the Net Asset Value per Unit at such time less \$10.00. No Service Fee will be paid in any calendar quarter if regular dividends are not paid to holders of Class A Shares in respect of each month of such calendar quarter.

Pursuant to the terms of the Investment Management Agreement, Quadravest is entitled to a base management fee payable monthly in arrears at an annual rate equal to 0.65% of the Company’s Net Asset Value calculated as at the last Valuation Date in each month.

Quadravest is also entitled to a performance fee equal to 20% of the total return per Unit of the Company for a financial year (which includes all cash distributions per Unit made during the year and any increase in the Net Asset Value per Unit from the beginning of the year after the deduction on a per Unit basis of all fees, other expenses and distributions) that exceeds 112% of the Bonus Threshold. The “Bonus Threshold”, for any financial year immediately following a year for which a performance fee is payable, is equal to the Net Asset Value per Unit at the beginning of that financial year. The “Bonus Threshold”, for any financial year immediately following a year for which a performance fee is not payable, is equal to the greater of (i) the Net Asset Value per Unit at the end of the immediately prior financial year; and (ii) the Bonus Threshold for the prior year, minus the Adjustment Amount. The “Adjustment Amount” for any financial year is the amount, if any, by which the Net Asset Value per Unit at the end of the immediately prior financial year plus dividends paid in that prior year exceeds the Bonus Threshold for that prior year.

No performance fee may be paid in any year if, at the end of such year, (i) the Net Asset Value per Unit is less than \$25.00; (ii) if the rating on the Preferred Shares is rated by DBRS at less than Pfd-2 (or, if DBRS has not then rated such shares, then the equivalent rating of another rating agency that has

rated such shares shall apply); or (iii) if the Company has not earned a total annual return of at least the “Base Return” on a cumulative basis since inception. The Base Return in any year is the greater of 5% and the annual total return for such year as measured by the Scotia Capital 91-day T-Bill Index.

The T-Bill Index reflects income yields available to investors who acquire “risk-free” 91-day Treasury bills. The Manager believes that the T-Bill Index is an appropriate benchmark against which to assess the performance of the total return per Unit as the investment objective of the Company is to achieve targeted returns for the Preferred Shares and the Class A Shares. Although the actual returns may be achieved in part through the capital appreciation of equity securities, the principal objective, as evidenced by the Company’s intention to write covered call options, is to achieve the targeted returns and not to track the performance of an investment in the equity securities. As a result, the Manager believes that the most appropriate benchmark is one that focuses on yield and not on the investment performance of equity securities.

The performance fee, if payable, will be deducted from the amount otherwise payable to the holders of the Class A Shares. The Company will also pay any goods and services taxes applicable to the base management fee or the performance fee.

The Company will pay for all other expenses incurred in connection with the operation and administration of the Company, estimated to be approximately \$300,000 per annum. These expenses are expected to include, without limitation, mailing and printing expenses for periodic reports to shareholders; fees payable to the Custodian for acting as custodian of the assets of the Company and performing certain administrative services under the Custodian Agreement (as defined below); fees payable to Computershare, as registrar and transfer agent with respect to the Preferred Shares and Class A Shares; fees payable to the independent directors of the Company; fees payable to the auditors and legal advisors of the Company; regulatory filing and stock exchange fees (including any such fees payable by the Manager or Quadravest in respect of the services they provide to the Company); and expenditures incurred upon the dissolution of the Company. Such expenses will also include expenses of any action, suit or other proceedings in which or in relation to which the Manager or Quadravest is entitled to indemnity by the Company. The Company will also be responsible for all commissions and other costs of Portfolio transactions.

## **FUND GOVERNANCE**

The Board of Directors of the Company has overall responsibility for its corporate governance, as with all corporations. Three of the six directors of the Company are neither officers, directors or employees of Quadravest or the Manager. The auditors are independent of the Company, Quadravest and the Manager, as are Computershare and RBC Dexia.

### **Independent Review Committee**

In accordance with the requirements of National Instrument 81-107 Independent Review Committee for Investment Funds (“NI 81-107”), the Company has established an independent review committee (“IRC”) consisting of Messrs. Thornhill and Steep, two of the independent directors of the Company, and Mr. Gordon A. M Currie, who acts as the chair of the IRC. The Manager has established a single IRC which is responsible for all of the public investment funds which it manages.

Mr. Currie is the Executive Vice President, Secretary and General Counsel of George Weston Limited, which he joined in 2005. Prior to that, he was the General Counsel of Direct Energy, the North American subsidiary of Centrica plc. Prior to that, he was a partner at Blake, Cassels & Graydon LLP, specializing in securities law, having joined the firm in 1983. Mr. Thornhill is currently the President of

William C. Thornhill Consulting Inc. Until July 2005, he was the Vice-Chairman of the Investment Manager. Prior to joining the Investment Manager, Mr. Thornhill spent over 30 years in the financial services business and held a number of senior positions at a major Canadian trust company including Executive Vice-President, Products, Senior Vice-President, Finance, and Vice-President, Treasury and Corporate Investments. Mr. Steep is currently the President of S Factor Consulting Inc. Prior to retiring in 2002, Mr. Steep spent over 30 years in the financial services business and retired as a Senior Vice-President at a major Canadian chartered bank.

Under NI 81-107, the Manager must refer conflict of interest matters for review or approval to the IRC, and imposes obligations upon the Manager to establish written policies and procedures for dealing with conflict of interest matters, to maintain records in respect of these matters and to provide assistance to the IRC in carrying out its functions. Each of the three executive officers of the Manager work with the IRC in respect of these matters.

The IRC conducts regular assessments and provides reports to the Manager and to shareholders in respect of its functions. Annual reports are filed on SEDAR and posted on the Company's website. Upon request made by a shareholder, the Company will deliver a copy of the most recent annual report of the IRC to such shareholder without charge.

Members of the IRC currently receive compensation of \$15,000 per annum (\$25,000 per annum for the chair of the IRC) plus reimbursement of expenses. Annual compensation is apportioned among the various funds for which the IRC acts, including the Company, in the Manager's discretion. During the initial fiscal period of the Company ended November 30, 2007, \$3,531 of such compensation in the aggregate was allocated to the Company. During such period, no reimbursement of expenses was made to the IRC members, and there was no change in the composition of the IRC during this period.

### **Use of Derivatives**

Derivatives are used by the Company, principally exchange-traded options which are used in connection with the Company's covered call option writing program. They are not used for speculative purposes or for leverage. Derivatives must be used in compliance with the detailed rules in NI 81-102 which are designed to minimize counterparty risk and to ensure that the derivatives use is not speculative or involve the Company in leverage. The effective derivatives exposure of the Company, if any, is monitored by Quadravest on an on-going basis and any margin required in connection with the Company's derivatives positions is held by, and derivatives trading is undertaken with, independent third party organizations in compliance with the requirements of NI 81-102.

### **Voting of Portfolio Securities**

Under the proxy voting policies and procedures adopted by the Company, Quadravest is required to vote (or decide to refrain from voting) all shares or other voting securities of the Company in accordance with its best judgement in this regard; provided that the Quadravest receives the proxy and related materials from the issuer or otherwise in sufficient time to cast such vote. Quadravest will consider each such proposal on its merits in light of the best interests of the Company and its shareholders. In order to aid in the evaluation process for each proxy proposal, Quadravest subscribes to the research services of Institutional Shareholder Services, a leading provider of proxy analysis and recommendations.

Where the Custodian must vote such securities in accordance with the instructions of Quadravest in this regard, Quadravest shall ensure that instructions are provided to the Custodian in accordance with its corporate action requirements in this regard.

Quadravest will maintain a proxy voting record which includes, each time the Company receives proxy voting materials, the name of the issuer in question; the stock exchange on which the securities are listed and the ticker symbol for such securities; the CUSIP number for the securities; the meeting date and whether the meeting was called by management or otherwise; a brief identification of the matters to be voted on at the meeting; whether, and if so how, the Company voted on such matters; and whether the votes cast by the Company were for or against the recommendations of management of the issuer.

The Company prepares by August 31 in each year a proxy voting record for the one-year period ending on June 30 of that year, and posts such record on its website. Upon request made by a shareholder by calling 1-877-478-2372 or writing to the Company at Investor Relations, Royal Trust Tower, 77 King Street West, P.O. Box 341, Toronto, Ontario M5K 1K7, the Company will deliver a copy of its proxy voting record, or of its policies and procedures with respect to proxy voting, to such shareholder without charge.

### **Short-Term Trading**

Because the Shares are listed on the TSX and are not issued and redeemed like a normal mutual fund, the Company has no need of, and therefore has not developed, any policies with respect to the short-term trading by investors in those shares or entered into any arrangements with others to permit short term trading.

## **CANADIAN FEDERAL INCOME TAX CONSIDERATIONS**

In the opinion of Blake, Cassels & Graydon LLP, counsel to the Company, the following is a summary of the principal Canadian federal income tax considerations generally relevant to investors who, for purposes of the Tax Act, are resident in Canada, deal at arm's length with the Company, hold their Preferred Shares and Class A Shares as capital property, are not affiliated with the Company and have not elected to compute their Canadian tax results using a currency other than Canadian dollars. This summary is based upon the facts set out in this Annual Information Form, the current provisions of the Tax Act, the regulations thereunder, and counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency ("CRA") publicly available prior to the date hereof and relies as to certain factual matters on certificates of an officer of the Company and Quadravest.

This summary is based on the assumptions that:

- (a) the Preferred Shares and the Class A Shares will at all times be listed on a designated stock exchange in Canada (which currently includes the TSX);
- (b) the Company was not established and will not be maintained primarily for the benefit of non-residents of Canada and at no time will the total fair market value of the shares of the Company held by persons who are non-residents of Canada and/or partnerships (other than Canadian partnerships within the meaning of the Tax Act) exceed 50% of the fair market value of all of the outstanding shares of the Company;
- (c) the issuers of securities in the Portfolio will not be foreign affiliates of the Company or any shareholder;
- (d) the investment objectives and restrictions applicable to the Company will at all relevant times be as set out in this Annual Information Form and that the Company will at all times comply with such investment objectives and restrictions; and

- (e) the securities in the Portfolio will not be participating interests in foreign investment entities within the meaning of the draft amendments to the Tax Act contained in Bill C-10, from the previous session of Parliament.

This summary also takes into account specific proposals to amend the Tax Act announced prior to the date hereof by the Minister of Finance (Canada) (the “Proposed Amendments”) and assumes that the Proposed Amendments will be enacted as proposed. No assurances can be given that the Proposed Amendments will become law.

**This summary is not exhaustive of all possible federal income tax considerations and does not take into account or anticipate any changes in law, whether by legislative, governmental or judicial action, other than the Proposed Amendments. This summary does not deal with foreign, provincial or territorial income tax considerations, which may differ from the federal considerations. This summary does not apply to shareholders that are “financial institutions” as defined in section 142.2 of the Tax Act.**

**This summary is of a general nature only and does not constitute legal or tax advice to any particular investor. Investors are advised to consult their own tax advisors with respect to their individual circumstances and in particular the draft proposals to amend the Tax Act released on October 31, 2003 relating to the deductibility of interest and other expenses (the “October 2003 Proposals”).**

### **Tax Treatment of the Company**

The Company qualifies, and intends at all relevant times to qualify, as a “mutual fund corporation” as defined in the Tax Act. As a mutual fund corporation, the Company is entitled in certain circumstances to a refund of tax paid by it in respect of its net realized capital gains. In certain circumstances where the Company has recognized a capital gain in a taxation year, it may elect not to pay capital gains dividends in that taxation year in respect thereof and instead pay refundable capital gains tax, which may in the future be fully or partially refundable upon the payment of sufficient capital gains dividends and/or capital gains redemptions. Also, as a mutual fund corporation, the Company maintains a capital gains dividend account in respect of capital gains realized by the Company and from which it may elect to pay dividends (“capital gains dividends”) which are treated as capital gains in the hands of the shareholders of the Company (see “*Canadian Federal Income Tax Considerations — Tax Treatment of Shareholders*” below).

The Company will be required to include in computing its income all dividends received. In computing its taxable income, the Company will generally be entitled to deduct all taxable dividends received on shares of taxable Canadian corporations. Dividends received by the Company on other shares will, however, be included in computing the income of the Company, and will not be deductible in computing its taxable income.

The Company is a “financial intermediary corporation” (as defined in the Tax Act) and, as such, is not subject to tax under Part IV.1 of the Tax Act on dividends received by the Company nor is it generally liable to tax under Part VI.1 of the Tax Act on dividends paid by the Company on “taxable preferred shares” (as defined in the Tax Act). As a mutual fund corporation (which is not an “investment corporation” as defined in the Tax Act), the Company will generally be subject to a refundable tax of 33  $\frac{1}{3}$ % under Part IV of the Tax Act on taxable dividends received during the year to the extent such dividends are deductible in computing taxable income of the Company. This tax is fully refundable upon payment of sufficient dividends other than capital gains dividends (“Ordinary Dividends”) by the Company.

The Company will purchase shares in the Portfolio with the objective of earning dividends thereon over the life of the Company, and intends to treat and report transactions undertaken in respect of such shares on capital account. Generally, the Company will be considered to hold such shares on capital account unless the Company is considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities or the Company has acquired the securities in a transaction or transactions considered to be an adventure in the nature of trade.

The Company will write covered call options with the objective of increasing the yield on the Portfolio beyond the dividends received on the Portfolio. In accordance with CRA's published administrative practice, transactions undertaken by the Company in respect of such options will be treated and reported for purposes of the Tax Act on capital account.

Premiums received on call options written by the Company (to the extent such call options relate to securities actually owned by the Company at the time the option is written and such securities are held on capital account as discussed above) will constitute capital gains of the Company in the year received, and gains or losses realized upon dispositions of securities owned by the Company (whether upon the exercise of call options written by the Company or otherwise) will constitute capital gains or capital losses of the Company in the year realized. Where a call option is exercised the proceeds received by the Company for the option will be included in the proceeds of disposition of the securities sold pursuant to the option and the premium received for such option will not give rise to a capital gain at the time the option is written.

To the extent that the Company earns income (other than dividends from taxable Canadian corporations and taxable capital gains) including interest or dividends from corporations other than taxable Canadian corporations, the Company will be subject to income tax on such income and no refund will be available in respect thereof.

The Company has advised counsel that it has elected in accordance with the Tax Act to have each of its "Canadian securities" (as defined in subsection 39(6) of the Tax Act) treated as capital property. Such an election ensures that gains or losses realized by the Company on dispositions of Canadian securities will be taxed as capital gains or capital losses.

The October 2003 Proposals were released by the Department of Finance (Canada) for public comment and propose that the Tax Act be amended to require, for taxation years commencing after 2004, that there be a "reasonable expectation of cumulative profit" from a business or property in order for a taxpayer to deduct any loss incurred by the taxpayer from the business or property, and would provide that profit, for this purpose, does not include capital gains. The October 2003 Proposals could potentially have an adverse effect on the deductibility by the Company of certain otherwise deductible expenses. On February 23, 2005, the Minister of Finance (Canada) announced that an alternative proposal to replace the October 2003 Proposals would be released for comment at an early opportunity; no such proposal has been released to date. There can be no assurance that such alternative proposal will not adversely affect the Company.

### **Tax Treatment of Shareholders**

Shareholders must include in income Ordinary Dividends received from the Company. For individual shareholders, Ordinary Dividends will be subject to the usual gross-up and dividend tax credit rules with respect to taxable dividends paid by taxable Canadian corporations under the Tax Act. An enhanced gross-up and dividend tax credit is available on "eligible dividends" received or deemed to be received from taxable Canadian corporations which are so designated by the corporation. Ordinary

Dividends received by a corporation other than a “specified financial institution” (as defined in the Tax Act) will normally be deductible in computing its taxable income.

In the case of a holder that is a specified financial institution, Ordinary Dividends received on a particular class of shares will be deductible in computing its taxable income only if either (a) the specified financial institution did not acquire the shares in the ordinary course of its business; or (b) at the time of the receipt of the dividends by the specified financial institution the shares of that class are listed on a designated stock exchange in Canada, and dividends are received in respect of not more than 10% of the issued and outstanding shares of that class by (i) the specified financial institution, or (ii) the specified financial institution and persons with whom it does not deal at arm’s length (within the meaning of the Tax Act). For these purposes, a beneficiary of a trust will be deemed to receive the amount of any dividend received by the trust and designated to that beneficiary, effective at the time the dividend was received by the trust, and a member of a partnership will be considered to have received that partner’s share of a dividend received by the partnership, effective at the time the dividend was received by the partnership.

Ordinary Dividends on Preferred Shares will generally be subject to a 10% tax under Part IV.1 of the Tax Act when such dividends are received by a corporation (other than a “private corporation” or a “financial intermediary corporation”, as defined in the Tax Act) to the extent that such dividends are deductible in computing the corporation’s taxable income. In the opinion of counsel, Ordinary Dividends on the Class A Shares should not be subject to Part IV.1 tax when received by such corporations; however, such corporations should consult their own tax advisors in this regard.

A shareholder which is a private corporation for purposes of the Tax Act, or any other corporation controlled directly or indirectly by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts) may be liable to pay a 33 <sup>1</sup>/<sub>3</sub>% refundable tax under Part IV of the Tax Act on Ordinary Dividends received on Class A Shares or Preferred Shares, to the extent that such dividends are deductible in computing the corporation’s taxable income. Where Part IV.1 tax also applies to an Ordinary Dividend received by a particular corporation on the Preferred Shares, the rate of Part IV tax payable by such corporation on such dividend is reduced to 23 <sup>1</sup>/<sub>3</sub>%.

The amount of any capital gains dividend received by a shareholder from the Company will be considered to be a capital gain of the shareholder from the disposition of capital property in the taxation year of the shareholder in which the capital gains dividend is received.

The current policy of the Company is to pay monthly dividends and, in addition, to pay a special year-end dividend to holders of Class A Shares where the Company has net taxable capital gains upon which it would otherwise be subject to tax (other than taxable capital gains in respect of options that are outstanding at year end) or would not otherwise obtain a refund of refundable tax in respect of dividend income. Therefore, a person acquiring shares may become taxable on income and capital gains that accrued before such person acquired shares and on realized capital gains that have not been distributed before such time.

Upon the redemption, retraction or other disposition of a share, a capital gain (or a capital loss) will be realized to the extent that the proceeds of disposition of the share exceed (or are less than) the aggregate of the adjusted cost base of the share and any reasonable costs of disposition. If the holder is a corporation, any capital loss arising on the disposition of a share may in certain circumstances be reduced by the amount of any Ordinary Dividends received on the share. Analogous rules apply to a partnership or trust of which a corporation, partnership or trust is a member or beneficiary. For purposes of computing the adjusted cost base of each share of a particular class, a shareholder must average the cost of such share with the adjusted cost base of any shares of that class already held as capital property.

One-half of a capital gain is included in computing income as a taxable capital gain and one-half of a capital loss may be deducted against taxable capital gains to the extent and under the circumstances prescribed in the Tax Act. A shareholder that is a Canadian-controlled private corporation will be subject to an additional refundable tax of  $6\frac{2}{3}\%$  of aggregate investment income, which includes an amount in respect of taxable capital gains.

Individuals (other than certain trusts) realizing net capital gains or receiving dividends may be subject to an alternative minimum tax under the Tax Act.

## **MATERIAL CONTRACTS**

The following contracts can reasonably be regarded as material to holders of Preferred Shares and Class A Shares:

- (a) the Management Agreement described under “*Management of the Company — The Manager*”;
- (b) the Investment Management Agreement described under “*Management of the Company — The Investment Manager — Investment Management Agreement*”;
- (c) the Recirculation Agreement described under “*Description of the Shares of the Company — Resale of Shares Tendered for Retraction*”; and
- (d) the Custodian Agreement described under “*Registrar and Transfer Agent, Custodian and Auditors*”.

Copies of the foregoing agreements were available for inspection during business hours at the principal office of the Company during the course of public distribution of the Preferred Shares and Class A Shares offered under the Initial Prospectus.

## **ADDITIONAL INFORMATION – RISK FACTORS**

The following are certain considerations relating to an investment in Preferred Shares or Class A Shares which existing or prospective investors should consider. There can be no assurance that the Company will be successful in meeting its dividend and capital repayment objectives, and the Preferred Shares and Class A Shares may trade in the market at a premium or discount to their proportionate shares of the Company’s Net Asset Value.

### **Interest Rate Fluctuations**

It is anticipated that the market price of the Preferred Shares and Class A Shares will, at any time, be affected by the level of interest rates prevailing at such time. A rise in interest rates may have a negative effect on the market price of the Preferred Shares and Class A Shares.

### **Net Asset Value and Distributions**

The Net Asset Value of the Company and the funds available for distribution to shareholders will vary, among other things, according to the value of the common shares in the Portfolio (which in turn will be influenced by factors which are not within the control of the Company, including the performance of the Portfolio Companies, their dividend payment policies and financial market and economic conditions

generally), the dividends received by the Company on the shares in the Portfolio, and the level of option premiums received. There can be no assurance that the Company will be able to achieve its objectives of paying monthly dividends. A substantial drop in the Canadian or United States equities markets could be expected to have a negative effect on the Company. In addition, a decline in the market price of the shares in the Portfolio may adversely affect the rating on the Preferred Shares, which in turn may have an adverse impact on the market price or demand for such shares. If such a drop were to lead to a significant decline in the value of the Portfolio, the Company could be prohibited from paying regular monthly or special annual dividends on the Class A Shares (see “*Description of the Shares of the Company – Certain Provisions of the Class A Shares*”), which in turn may have an adverse impact on the market price or demand for such shares.

### **Use of Options and other Derivative Instruments**

The Company is subject to the full risk of its investment position in the shares of the Portfolio Companies, including those shares that are subject to outstanding call options, should the market price of the common shares decline. In addition, the Company will not participate in any gain on the common shares that are subject to outstanding call options above the strike price of the options.

There can be no assurance that a liquid exchange or over-the-counter market will exist to permit the Company to write covered call options on desired terms or to close out option positions should Quadravest desire to do so. In purchasing call options, the Company is subject to the credit risk that its counterparty (whether a clearing corporation in the case of exchange traded instruments, or other third party in the case of over-the-counter instruments) may be unable to meet its obligations. The ability of the Company to close out its positions may also be affected by exchange-imposed daily trading limits on options. If the Company is unable to repurchase a call option which is in-the-money, it will be unable to realize its profits or limit its losses until such time as the option becomes exercisable or expires.

### **Reliance on the Investment Manager**

Quadravest manages the Portfolio in a manner consistent with the investment objectives, strategy and criteria of the Company. The officers of Quadravest who will be primarily responsible for the management of the Portfolio have extensive experience in managing investment portfolios. There is no certainty that such individuals will continue to be employees of Quadravest throughout the term of the Company.

### **Conflicts of Interest**

Quadravest is engaged in a variety of investment management, investment advisory and other business activities. The services of Quadravest under the Investment Management Agreement are not exclusive and nothing in the Investment Management Agreement prevents Quadravest or any of its affiliates from providing similar services to other investment funds and other clients (whether or not their investment objectives, strategies and policies are similar to those of the Company or from engaging in other activities. Quadravest’s investment decisions for the Company will be made independently of those made for its other clients and independently of its own investments. However, on occasion, Quadravest may make the same investment for the Company and for one or more of its other clients. If the Company and one or more of the other clients of Quadravest are engaged in the purchase or sale of the same security, the transactions will be effected on an equitable basis.

### **Treatment of Proceeds of Disposition and Option Premiums**

In determining its income for tax purposes, the Company will treat gains and losses realized on the disposition of securities in the Portfolio, option premiums received on the writing of covered call options

and any losses sustained on closing out options as capital gains and capital losses in accordance with CRA's published administrative practice. CRA's practice is not to grant advance income tax rulings on the character of items as capital or income and no advance income tax ruling has been applied for or received from CRA.

If, contrary to CRA's published administrative practice, some or all of the transactions undertaken by the Company in respect of options and securities in the Portfolio were treated on income rather than capital account, after-tax returns to holders of Class A Shares and Preferred Shares could be reduced and the Company may be subject to non-refundable income tax in respect of income from such transactions and the Company may be subject to penalty taxes in respect of excessive capital gains dividend elections.

### **Risks Associated with the Company's Use of Options**

The use of options may have the effect of limiting or reducing the total returns of the Company if Quadravest's expectations concerning future events or market conditions prove to be incorrect. If the value of the common shares of the Portfolio Companies decreases, it may be more difficult for the Company to recover losses on those shares and meet its annual targeted distributions. In such an event, the Company may have to increase the percentage of the Portfolio that is subject to covered call options in order to meet its annual targeted distributions.

### **Status of the Company under Securities Legislation**

Although the Company is considered to be a mutual fund under the securities legislation of certain provinces of Canada, it has been granted an exemption from certain requirements of NI 81-102, and so is not subject to all the same rules as conventional public mutual funds.

### **Tax Proposals Regarding Mutual Fund Corporation Status**

The tax treatment of the Company and its shareholders depends in part upon the Company being a "mutual fund corporation" for tax purposes. On September 16, 2004, the Minister of Finance (Canada) released certain proposals to amend the Tax Act (the "September Tax Proposals") pursuant to which a corporation, such as the Company, would lose its status as a mutual fund corporation if at any time after 2004 the aggregate fair market value of all issued and outstanding shares of the corporation held by one or more non-resident persons and/or by partnerships which are not Canadian partnerships for purposes of the Tax Act is more than 50% of the aggregate fair market value of all the issued and outstanding shares of the corporation unless no more than 10% (based on fair market value) of the corporation's property is at any time taxable Canadian property and certain other types of specified property. The September Tax Proposals currently do not provide any means of rectifying the loss of mutual fund corporation status. On December 6, 2004, such Minister tabled a Notice of Ways and Means Motion to implement measures proposed in the 2004 Budget. Such Notice did not include the September Tax Proposals and this fact was specifically referred to in the accompanying release.

The Preferred Shares and Class A Shares of the Company were marketed only in Canada, and provided the Company complies with its investment criteria and restrictions, it is not anticipated that more than 10% of the fair market value of the Company's assets will at any time consist of taxable Canadian property and such other specified property, with the result that the Manager does not anticipate that the September Tax Proposals (even if enacted in their current form) would lead to a loss of mutual fund corporation status for the Company.

## **Suspension of Retractions**

The Company may suspend the retraction of Preferred Shares and Class A Shares or payment of retraction proceeds during any period when normal trading is suspended on any stock exchange within or outside Canada on which securities of the Company are listed which represent more than 50% by value of the total assets of the Company without allowance for liabilities for any period not exceeding 120 days during which the Company determines that conditions exist which render impractical the sale of assets of the Company or which impair the ability of the Company to determine the value of the assets of the Company. In the event of a suspension of retractions, holders of Preferred Shares and Class A Shares would experience reduced liquidity. See “*Description of the Shares of the Company – Suspension of Retractions and Redemptions*”.

## **Effects of Substantial Retractions**

If holders of a substantial number of Preferred Shares or Class A Shares exercise their retraction rights, the number of Preferred Shares and Class A Shares outstanding and the Net Assets of the Company could be reduced, with the effect of decreasing the liquidity of the Preferred Shares and Class A Shares in the market and increasing the management expense ratio of the Company.

## **FINANCIAL 15 SPLIT CORP. II**

Additional information about the Company is available in its management reports of fund performance and financial statements. These documents are available on the Company's website at [www.financial15.com](http://www.financial15.com). These documents and other information about the Company, such as information circulars and material contracts, are also available through SEDAR (the System for Electronic Document Analysis and Retrieval) at [www.sedar.com](http://www.sedar.com).

