

***IN THE MATTER OF THE SECURITIES ACT
R.S.O. 1990, c. S.5, AS AMENDED***

AND

**IN THE MATTER OF
KINGSHIP CAPITAL CORPORATION, 2389401 ONTARIO INC.,
KENNETH WHITE, DAVID HOPPS,
STUART MCKINNON and PRO-FINANCIAL ASSET MANAGEMENT INC.**

NOTICE OF REQUEST FOR A HEARING AND REVIEW

**BY KINGSHIP CAPITAL CORPORATION, 2389401 ONTARIO INC.,
KENNETH WHITE, AND DAVID HOPPS
STUART MCKINNON and PRO-FINANCIAL ASSET MANAGEMENT INC.**

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TO: **John P. Stevenson**
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AND TO: **Derek Ferris**
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THE APPLICANTS Kingship Capital Corporation (“**KCC**”), 2389401 Ontario Inc. (“**238 Inc.**”), Kenneth White (“**Mr. White**”), and David Hopps (“**Mr. Hopps**”) (collectively, the “**KCC Parties**”), Stuart McKinnon (“**Mr. McKinnon**”) and Pro-Financial Asset Management Inc. (“**PFAM**”) **REQUEST A *DE NOVO* HEARING AND REVIEW** by the Ontario Securities Commission (the “**Commission**”), pursuant to section 8(2) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “*Act*”), at such time and place as the Commission may advise, of a decision by the Director of the Compliance and Registrant Regulation Branch (“**CRR**”) rendered on February 10, 2014 (the “**Decision**”).

The Applicants ARE DIRECTLY AFFECTED BY THE DECISION.

The Applicants REQUEST:

1. An Order pursuant to section 8(2) of the *Act* approving the KCC Transaction and the notices provided by KCC and 238 Inc. pursuant to Part 11 of National Instrument 31-103, *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (“**NI 31-103**”); and
2. Such further and other relief as the Applicants may advise or the Commission deems just.

THE GROUNDS FOR REVIEW ARE AS FOLLOWS:

3. The KCC Parties have entered into agreements to fund and purchase the contracts of PFAM’s investment funds (the “**Pro-Index Funds**”) through the “**KCC Transaction**”.
4. To consummate the KCC Transaction, the KCC Parties have made various regulatory applications including notices filed on October 22, KCC and 238 Inc. (the “**Notices**”) under Part 11 of NI 31-103 with respect to the KCC Transaction and the acquisition of control of KCC by 238 Inc.

5. The Decision disapproves the Notices.
6. The Applicants are entitled to a *de novo* hearing.
7. The errors in the Decision are the conclusions reached therein, including as to:
 - (a) Mr. Hopps' ability and willingness to fund KCC, which was never canvassed with him in direct dialogue;
 - (b) whether Mr. White has the appropriate experience so that KCC can manage the Pro-Index Funds;
 - (c) whether KCC's historical compliance record makes it contrary to the public interest to approve the KCC Transaction; and
 - (d) whether, in light of PFAM's historical compliance record, it is contrary to the public interest to approve the KCC Transaction if Mr. McKinnon plays a significant role in KCC after the transaction is consummated.
8. Section 8 of the *Act*, and Part II of NI 31-103.
9. Sections 2, 5, 15, 23 and 25.0.1 of the *Statutory Powers and Procedure Act*, R.S.O. 1990, c. S.22.
10. Such further and other grounds as the Applicants may advise or the Commission may deem just.

THE FOLLOWING EVIDENCE will be used at the hearing of the review:

11. The Decision.
12. The Notices, and correspondence exchanged between the KCC Parties and CRR through counsel and all other evidence considered by the CRR Director.

13. The documentary and *viva voce* evidence of the Applicants.
14. Such further evidence as the Applicants may suggest and the Commission may allow.

March 12, 2014



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