

CENTRAL FUND OF CANADA LTD  
Form 6-K  
December 13, 2017

**FORM 6-K**

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16**

**of the Securities Exchange Act of 1934**

**For the month of December, 2017**

**Commission file number: 001-09038**

**CENTRAL FUND OF CANADA LIMITED**

(Translation of registrant's name into English)

**Suite 805, 1323 – 1<sup>st</sup> Avenue S.W., Calgary, Alberta, Canada T3C 0X8**

(Address of principal executive office)

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

**EXHIBIT INDEX**

99.1 Press Release Dated December 13, 2017

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CENTRAL FUND OF CANADA LIMITED**  
(Registrant)

Date December 13, 2017 By: /s/ J.C. Stefan Spicer  
(Signature)  
J.C. Stefan Spicer, Chairman, President & CEO

able	9,845 -	9,845	Net cash used by operating activities	(121,645)	(12,601)
(168,869)	<b>Cash flows from investing activities:</b>		Intellectual property	(50,000) -	
(50,000)	Investment deposit (100,000) -	(100,000)	Net cash used by investing activities		
(150,000) -	(150,000)	<b>Cash flows from financing activities:</b>	Common stock issued for		
cash- -	36,340	Proceeds from notes payable – related party	267,052 -	267,052	Capital
contribution	- -	16,630	Net cash provided by financing activities	267,052 -	
320,022	<b>Net change in cash</b>	(4,593)	(12,601)	1,153	<b>Cash, beginning of</b>
<b>period</b>	5,746	18,347	-	<b>Cash, end of period</b>	\$ 1,153 \$
5,746 \$	1,153				

	<b>Dec. 31, 2010</b>	<b>Dec. 31, 2009</b>	<b>From Inception (July 22, 2002) to December 31, 2010</b>
<b>Supplemental Schedule of non-cash Activities:</b>			
Common stock receivable	\$8,000,000	\$ -	\$ 8,000,000
Stock issued for prepaid services	\$ 562,504	\$ -	\$ 562,504

The accompanying notes are an integral part of these financial statements.

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**Z3 Enterprises, Inc.**

**(A Development Stage Company)**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010**

**1 . DESCRIPTION OF BUSINESS AND HISTORY**

Description of business and history - Z3 Enterprises, Inc., a Nevada corporation, (formerly known as Bibb Corporation), (hereinafter referred to as the "Company") was incorporated in the State of Nevada on July 22, 2002. The planned principal operations were to produce fully integrated multi-media products targeting the marginally literate. That changed when a joint venture was signed with Phoenix Productions and Entertainment Group (PPEG). With that, the focus shifted to health and wellness books; educational, entertainment and reality show programming as well as feature films and special event marketing.

From September 2010 through March 2011, the Company pursued business opportunities with Usee, Inc. and Usee CA, Inc; and Trinity Springs, Ltd., respectively, but the agreements were never consummated and the projects were terminated. The project with Taharqa and Tunde Ra Aleem has been placed on hold and will likely be transferred to PPEG in consideration for the loans PPEG provided.

As written in the previous 10K: "We may decide that we cannot continue with our business operations as outlined in our original business plan because of a lack of financial resources and may be forced to seek other potential business opportunities that might be available."

On March 29, 2011, the Company entered into a stock purchase agreement to acquire HPEV, Inc. which became a subsidiary of Z3.

HPEV Inc. holds the assigned rights to one awarded patent and 8 patents-pending which cover composite heat pipes and their applications as well as a parallel vehicle platform. The composite heat pipes should increase the horsepower of electric motors and enhance the lifespan and effectiveness of heat-producing vehicle components. The parallel vehicle platform enables vehicles to alternate between two sources of power.

As a result of the acquisition, the Company changed its mission. The Company plans to commercialize the patents by implementing and licensing a plug-in hybrid electric vehicle conversion system based on the parallel vehicle platform. We also intend to license our heat pipe technology to manufacturers of parts such as brakes, resistors and calipers.

The Company is currently sourcing the components to perform its initial conversion. The conversion, if successful, will be used to showcase the effectiveness of the technology, generate data and function as a marketing tool to generate orders. The target markets include consumer, commercial and fleet vehicles ranging from cars to tractor-trailer trucks and buses.

With the exception of some outsourcing of expertise by the president of the company, operations have consisted of general administrative and pre-production activities as well as the acquisition of intellectual and real estate property. Z3 Enterprises is considered a development stage company in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 915.

The Company amended its articles of incorporation to change its name from Bibb Corporation to Z3 Enterprises, Inc. on September 3, 2010.

Going concern – The Company incurred net losses of approximately \$6,043,987 from Inception (July 22, 2002) through December 31, 2010. It is still in the development stage, raising substantial doubt about the Company's ability to continue as a going concern. The Company may seek additional sources of capital through the issuance of debt or equity financing, but there can be no assurance the Company will be successful in accomplishing its objectives.

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**Z3 Enterprises, Inc.**

**(A Development Stage Company)**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010**

The ability of the Company to continue as a going concern is dependent on a joint venture with Phoenix Productions and Entertainment Group and the success of the Company's plan. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might result from this uncertainty.

Year end – The Company's year end is December 31.

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income taxes – The Company accounts for its income taxes in accordance with Income Taxes Topic of the FASB ASC 740, which requires recognition of deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

Management believes the Company will have a net operating loss carryover to be used for future years. Such losses may not be fully deductible due to the significant amounts of non-cash service costs. The Company has established a valuation allowance for the full tax benefit of the operating loss carryovers due to the uncertainty regarding realization.



Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited.

Net loss per common share – The Company computes net loss per share in accordance with the Earning per Share Topic of the FASB ASC 260. Under the provisions of ASC, basic net loss per share is computed by dividing the net loss available to common stockholders for the period by the weighted average number of shares of common stock outstanding during the period. The calculation of diluted net loss per share gives effect to common stock equivalents; however, potential common shares are excluded if their effect is anti-dilutive. For the period from July 22, 2002 (Date of Inception) through December 31, 2010, no options and warrants were outstanding.

Stock Based Compensation - Stock based compensation is accounted for using the Equity-Based Payments to Non-Employees Topic of the FASB ASC 718, which establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments. We determine the value of stock issued at the date of grant. We also determine at the date of grant the value of stock at fair market value or the value of services rendered (based on contract or otherwise) whichever is more readily determinable.

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**Z3 Enterprises, Inc.**

**(A Development Stage Company)**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010**

Shares issued to employees are expensed upon issuance.

Stock based compensation for employees is accounted for using the Stock Based Compensation Topic of the FASB ASC 505. We use the fair value method for equity instruments granted to employees and will use the Black Scholes model for measuring the fair value of options, if issued. The stock based fair value compensation is determined as of the date of the grant or the date at which the performance of the services is completed (measurement date) and is recognized over the vesting periods.

Financial Instruments - The carrying amounts reflected in the consolidated balance sheets for cash, accounts payable and accrued expenses approximate the respective fair values due to the short maturities of these items. The Company does not hold any investments that are available-for-sale.

Concentration of risk – A significant amount of the Company's assets and resources are dependent on the financial support of Phoenix Productions and Entertainment Group. Should they determine to no longer finance the operations of the Company, it may be unlikely for the Company to continue.

Revenue recognition – We have generated \$12,165 in revenue to date. Revenues are recognized in accordance with the Securities and Exchange Commission Staff Accounting Bulletin No. 104 ("SAB 104"), "Revenue Recognition in Financial Statements". We recognize revenues when all of the following criteria are met: 1) there is persuasive evidence that an arrangement exists, 2) delivery of goods has occurred, 3) the sales price is fixed or determinable, and 4) collection is reasonably assured.

Advertising costs –The Company has recorded \$14,670 in advertising and promotion costs for the year ended December 31, 2010.

Legal Procedures – The Company is not aware of, nor is it involved in any pending legal proceedings.

## **2.STOCKHOLDER’S EQUITY**

The Company has 95,000,000 common shares authorized and 23,956,690 issued and outstanding as of December 31, 2010.

600,000 common shares were issued to Judson Bibb on August 19, 2002 for the sum of \$100 in cash.

1,290,000 common shares were issued to Judson Bibb on September 5, 2002 for the sum of \$215 in cash.

150,000 common shares were issued to Judson Bibb on October 31, 2002 for the sum of \$25 in cash.

12,000,000 common shares were issued to Judson Bibb on December 20, 2002 for the sum of \$6,000 in cash.

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**Z3 Enterprises, Inc.**

**(A Development Stage Company)**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010**

During the year ended December 31, 2005, the Company's CEO contributed \$6,439 to capital.

During the year ended December 31, 2006, the Company's CEO contributed \$4,791 to capital.

During the year ended December 31, 2007, the Company's CEO contributed \$4,950 to capital.

During the year ended December 31, 2008, the Company's CEO contributed \$450 to capital.

6,000,000 common shares were issued to 25 shareholders on February 5, 2008 for the sum of \$30,000 in cash.

10,002,000 common shares were issued to Usee, Inc. on September 24, 2010 in exchange for 100% of the issued and outstanding shares of Usee. The transaction was later cancelled on November 15, 2010 after due diligence discovered some improprieties. The Company is working to recover the stock certificates that were issued. As of December 31, 2010, the Company had not received back 2,141,690 shares of common stock, valued at \$4,391,521, and has placed a stop transfer order on all outstanding shares. The Company has evaluated the collectability of the receivable and recorded a 100% allowance and bad debt expense for \$4,391,521.

1,920,000 common shares, valued at \$8,000,000, were issued to Richard Glisky on September 30, 2010 in exchange for a 100% membership interest in Harvest Hartwell CCP, LLC, and its assets which consist of just over 48 acres of South Carolina lakefront property on Lake Hartwell.

On August 10, 2011, the Company signed an agreement to cancel the initial purchase, Harvest Hartwell ceased to be a subsidiary of Z3 Enterprises and all of the stock issued for the purchase were to be returned to Z3E. As of September 8, 2011, the shares have not been returned and the Company has recorded an \$8,000,000 stock receivable.

180,000 common shares were issued to Network 1 Financial Services on October 26, 2010 in exchange for investment banking services to be performed over a 1 year period. On October 26, 2010, the Company recorded \$750,006 in prepaid expense related to the shares issued to Network 1 Financial Services. As of December 31, 2010, the Company has expensed \$187,502 for services.

175,000 common shares were issued to Global AIG Series, LLC on November 12, 2010 in exchange for assistance in funding entertainment projects valued at \$1,286,250.

On September 2, 2010, the Company increased the number of authorized shares to 95 million shares of common stock and 10 million shares of preferred stock. The Company did not change the par value of the shares. On the same date, the Company also approved a forward 6-to-1 stock split.

All references to the number of shares and price per share have been retroactively adjusted in the presentation of these financial statements.

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**Z3 Enterprises, Inc.**

(A Development Stage Company)

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010**

**3. RELATED PARTY TRANSACTIONS**

During the year ended 2010, Phoenix Productions and Entertainment Group, Inc. made loans to Z3 Enterprises of \$267,052. The terms of the loan agreement do not require payment of interest nor enable the unpaid balance to be converted into shares.

**4. INCOME TAXES**

We did not provide any current or deferred U.S. federal income tax provision or benefit for the period presented because we have experienced operating losses since inception. Per authoritative guidance pursuant to accounting for income tax and uncertainty in income taxes, when it is more likely than not that a tax asset cannot be realized through future income, the Company must allow for this future tax benefit. We provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carry forwards, because management has determined that it is more likely than not that we will not earn income sufficient to realize the deferred tax assets during the carry forward period.

The components of the Company's deferred tax asset as of December 31, 2010 and 2009 are as follows:

	<b>2010</b>	<b>2009</b>
Net operating loss carry forward	\$ 5,996,763	\$ 47,224

Valuation allowance	\$ (5,996,763)	\$ (47,224)
Net deferred tax asset	\$ --	\$ --

A reconciliation of income taxes computed at the statutory rate to the income tax amount recorded is as follows:

	<b>2010</b>	<b>2009</b>	<b>Since Inception</b>
Tax at statutory rate (35%)	\$ 2,098,867	\$ 4,410	\$ 2,115,395
Increase in valuation allowance	\$ (2,098,867)	\$ (4,410)	\$ (2,115,395)
Net deferred tax asset	\$ --	\$ --	\$ --

The Company had no gross unrecognized tax benefits that, if recognized, would favorably affect the effective income tax rate in future periods. The Company has not accrued any additional interest or penalties. No tax benefit has been reported in connection with the net operating loss carry forwards in the consolidated financial statements as the Company believes it is more likely than not that the net operating loss carry forwards will expire unused. Accordingly, the potential tax benefits of the net operating loss carry forwards are offset by a valuation allowance of the same amount. Net operating loss carry forwards start to expire in 2032.

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**Z3 Enterprises, Inc.**

**(A Development Stage Company)**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010**

The Company files income tax returns in the United States federal jurisdiction. With a few exceptions, the Company is no longer subject to U.S. federal, state or non-U.S. income tax examination by tax authorities on tax returns filed before January 31, 2006. The Company will file its U.S. federal return for the year ended December 31, 2010 upon the issuance of this filing. These U.S. federal returns are considered open tax years as of the date of these financial statements. No tax returns are currently under examination by any tax authorities.

**5. INVESTMENT DEPOSIT**

On December 3, 2010, Z3 Enterprises, Inc. entered into an Asset Purchase and Sale Agreement with Trinity Springs, Ltd. ("Trinity"), amended and restated on January 26, 2011. Under the terms of the Agreement the Company agreed to purchase Trinity for \$18,600,000. The terms of the Agreement were disclosed on a Current Report on Form 8-K filed with the Securities and Exchange Commission on March 15, 2011.

As called for in the agreement, Z3 Enterprises provided a nonrefundable, earnest deposit of \$100,000, on December 8, 2010, which would be credited to the buyer at closing.

Final realization of the agreement was dependent upon the approval of Trinity's board and shareholders. That approval was never granted, so on March 24, 2011, the Company terminated the Agreement, however, discussions concerning the purchase of Trinity Springs are on-going.

There are no material relationships between the Company or its affiliates and any of the parties to the Agreement other than in respect to the Agreement.

The Agreement did not provide for any termination penalties.



## **6. INTELLECTUAL PROPERTY**

On December 27, 2010, the Company executed a Memorandum of Understanding with the Aleem Brothers whereby Z3 would acquire various intangible rights to the works of the Aleem Brothers many of which featured Jimi Hendrix. A report on Form 8-K was filed with the Securities and Exchange Commission on December 29, 2010 in connection with the memorandum.

In consideration for the rights, the Aleem Brothers required a deposit of \$75,000. \$50,000 was delivered in December 2010 and the balance in January 2011.

## **7. PREPAID EXPENSE**

On October 26, 2010, the Company issued 180,000 common shares to Network 1 Financial Services in exchange for investment banking services to be performed over a 1 year period. On October 26, 2010 the Company recorded \$750,006 in prepaid expense related to the shares issued to Network 1 Financial Services. As of December 31, 2010, the Company has expensed \$187,502 for services.

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**Z3 Enterprises, Inc.**

**(A Development Stage Company)**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010**

**8. SUBSEQUENT EVENTS**

On March 29, 2011, the Company entered into a share exchange agreement to acquire HPEV, Inc. V”), a Delaware corporation, which agreement was amended on June 14, 2011. The Company acquired one hundred percent of the shares of common and preferred stock in HPEV in exchange for the issuance of 22,000,000 common shares of stock of Z3E.

According to the terms of the share exchange agreement and pending a change in the Company by-laws which has not occurred as of September 8, 2011, Z3E shall designate Quentin Ponder and Tim Hassett as directors of Z3E, as well as two independent representatives to be named later by HPEV as additional directors.

The current management team of HPEV remained in place.

On May 18, 2011, 10,740,000 common shares were issued to Tim Hassett, Quentin Ponder and Mark Hodowanec as part of the acquisition of HPEV Inc. by Z3. Brian Duffy received 600,000 common shares in exchange for his consulting services.

On May 20, 2011, 1,140,000 common shares were issued to Darren Zellers on May 20, 2011 as part of the acquisition of HPEV Inc. by Z3.

On May 23, 2011, 1,823,185 common shares were issued to Capital Group Communication, Inc. in exchange for investor relations services.

On June 14, 2011, the Share Exchange Agreement between Z3E and HPEV was amended to eliminate the issuance of Series B preferred stock of Z3E. The preferred stock was replaced with 10,000,000 shares of common stock with the result that the agreement now states that Z3E will acquire HPEV for 22,000,000 shares of common stock in Z3E.

Consequently, on that same day, 10,000,000 common shares were issued to Tim Hassett, Mark Hodowanec, Quentin Ponder and Darren Zellers as part of the acquisition of HPEV, Inc. by Z3.

On June 29, 2011, Ross Giles informed the Board of Directors that he will resign as the Company's CEO, President, Treasurer and Secretary effective upon the filing of two of the reports with the Securities and Exchange Commission that are past due, specifically the 10K for 2010 and the 2011 first quarter 10Q. The 2011 second quarter 10Q is also past due.

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**Z3 Enterprises, Inc.**

**(A Development Stage Company)**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010**

On June 29, 2011, the Board appointed Quentin Ponder as the Company's new President, effective on the date of the filing of the first quarter 10Q.

On September 2, 2011, Z3E and Richard Glisky signed a Rescission Agreement (Agreement) to rescind an Agreement for the Acquisition of Harvest Hartwell CCP, LLC. (HHCCP), a Michigan limited liability company. The Agreement for Acquisition was originally signed on September 30, 2010. Z3E purchased HHCCP and its assets which include 48 and 13/100 acres of lake front real estate property located in Anderson County, South Carolina for \$8 million in the form of 1,920,000 shares of Z3E common stock. The terms of the Agreement were disclosed on a Current Report on Form 8-K filed with the Securities and Exchange Commission on September 30, 2010.

As called for in the Rescission Agreement, Z3 Enterprises assigned 100% of its interests in HHCCP to the previous owner, Richard Glisky. Richard Glisky, in turn, assigned 1,920,000 shares of Z3E common stock back to Z3E which the company intends to have cancelled. Z3E also discharged a \$22,500 mortgage lien that had been attached to the property. As of September 8, 2011, the shares had not been assigned.

There were no material relationships between the Company or its affiliates and any of the parties to the Agreement other than in respect to the Agreement. The Agreement did not provide for any termination or rescission penalties.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Z3 ENTERPRISES, INC.**

Date: September 28, 2011 By: /s/ Ross Giles  
Ross Giles

Chief Executive Officer, President,  
Treasurer and Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
By: /s/ Ross Giles Ross Giles	Chief Executive Officer, President, Treasurer and Secretary (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	September 28, 2011
By: /s/ Judson Bibb Judson Bibb	Director	September 28, 2011



**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the registrant's Form SB-2 filed with the SEC on August 9, 2007).
3.2	Certificate of Amendment to the Articles of Incorporation of the Company (incorporated by reference to Exhibit 2.1 to the registrant's Form 8-K filed with the SEC on September 9, 2010).
3.3	Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the registrant's Form SB-2 filed with the SEC on August 9, 2007).
10.1	Joint Venture Agreement dated September 3, 2010 between Phoenix Productions and Entertainment Group, LLC and the Company (incorporated by reference to Exhibit 1.1 to the registrant's Form 8-K filed with the SEC on September 9, 2010).
10.2*	Loan Agreement between Phoenix Productions and Entertainment Group and the Company effective September 7, 2010.
10.3	Stock Purchase and Sale Agreement dated November 17, 2010 between Phoenix Productions and Entertainment Group, LLC, Judson Bibb and the Company (incorporated by reference to Exhibit 1.1 to the registrant's Form 8-K filed with the SEC on December 28, 2010).
10.4*	Agreement for the Exchange of Common Stock of HPEV, Inc. dated March 29, 2011 among the Company, HPEV, Inc., Tim Hassett, C. Quentin Ponder, B. Mark Hodowanec and D. Darren Zellers.
10.5	Addendum to Share Exchange dated June 14, 2011 among the Company, HPEV, Inc., Tim Hassett, C. Quentin Ponder, B. Mark Hodowanec and D. Darren Zellers (incorporated by reference to Exhibit 10.2 to the registrant's Form 8-K filed with the SEC on August 19, 2011).
10.6	Memorandum of Agreement dated December 24, 2010 by and between the Company and Taharqa Aleem and Tunde Ra Aleem a/k/a Albert Allen and Arthur Allen (incorporated by reference to Exhibit 1.1 to the registrant's Form 8-K filed with the SEC on December 29, 2010).
10.7	Letter of Agreement dated September 17, 2010 among USEE, Inc., USEE, CA, Inc. and the Company (incorporated by reference to Exhibit 1.1 to the registrant's Form 8-K filed with the SEC on September 24, 2010).
10.8	Termination Letter dated November 15, 2010 from the Company to USEE, Inc. and USEE, CA, Inc. (incorporated by reference to Exhibit 10.1 to the registrant's Form 8-K filed with the SEC on November 15, 2010).
10.9	Amended and Restated Asset Purchase and Sale Agreement between Trinity Springs Ltd. and the Company effective January 26, 2011 (incorporated by reference to Exhibit 1.1 to the registrant's Form 8-K filed with the SEC on March 15, 2011).
10.10	Membership Interest Purchase Agreement related to Harvest Hartwell CCP, LLC dated September 30, 2010 between Richard Glisky and the Company (incorporated by reference to Exhibit 1.1 to the registrant's Form 8-K filed with the SEC on October 7, 2010).
10.11*	Rescission Agreement dated September 2, 2011 between Richard Glisky and the Company.
21.1*	Subsidiaries of the registrant.
31.1*	



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Certification of Principal Executive Officer and Principal Financial Officer filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*

32.1\* Certifications of Principal Executive Officer and Principal Financial Officer furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*

\* Filed herewith.

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