

CENTRAL FUND OF CANADA LTD
Form 40-F/A
March 07, 2007

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1 TO FORM 40-F

o Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

ý Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended October 31, 2006

Commission File Number 1-9038

CENTRAL FUND OF CANADA LIMITED

(Exact name of registrant as specified in its charter)

Alberta, Canada
(Province or Other Jurisdiction of
Incorporation or Organization)

Not Applicable
(Primary Standard Industrial
Classification Code)

Not Applicable
(I.R.S. Employer
Identification No.)

Hallmark Estates, #805
1323-15th Avenue S.W.
Calgary, Alberta T3C 0X8, Canada
(403) 228-5861

(Address and telephone number of registrant's principal executive offices)

Dr. Hans F. Sennholz
200 East Pine Street
Grove City, PA 16127
(724) 458-8343

(Name, address (including zip code) and telephone number (including area code)
of agent for service in the United States)

Securities to be registered pursuant to Section 12(b) of the Act:

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| Title of Each Class: | Name of Each Exchange On Which Registered: |
|---------------------------|---|
| Class A Non-Voting Shares | American Stock Exchange Toronto Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form

Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the registrant's classes of capital or common stock as of the close of the period covered by the annual report:

| Class | Outstanding at October 31, 2006 |
|---|---------------------------------------|
| Class A non-voting shares, no par value | 104,654,532 |
| Common shares, no par value | 40,000 |

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the filing number assigned to the Registrant in connection with such Rule. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

EXPLANATORY NOTE

This Amendment No. 1 to Form 40-F for the year ended October 31, 2006 is being filed to file an amended auditor's report to the audited financial statements. No change has been made to the financial statements.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

CENTRAL FUND OF CANADA LIMITED

/s/ J.C. STEFAN SPICER

J.C. Stefan Spicer
President and Chief Executive Officer

Date: March 7, 2007

EXHIBIT INDEX

The following documents are being filed with the Commission as exhibits to this annual report on Form 40-F.

| Exhibit | Description |
|----------------|--|
| 99.1.* | Annual Information Form |
| 99.2.* | Management's Discussion and Analysis |
| 99.3. | Annual Financial Statements |
| 99.4. | Consent of Ernst & Young LLP |
| 99.5. | Certifications of Chief Executive Officer and Treasurer pursuant to Rule 13(a)-14(a) or 15(d)-14 of the Securities Exchange Act of 1934. |
| 99.6. | Certifications of Chief Executive Officer and Treasurer pursuant to 18 U.S.C. Section 1350. |

*
Previously filed

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