

THE SECURITIES ACT) Order No. 3931
)
Section 20) October 23, 2002

AMENDED AND RESTATED
THE BOYD GROUP INC.

WHEREAS:

(A) The Boyd Group Inc. ("Boyd") has applied to The Manitoba Securities Commission (the "Commission") for an order pursuant to subsection 20(1) of *The Securities Act*, R.S.M. 1988, c. S50 (the "Act") exempting from sections 6 and 37 of the Act trades in securities in connection with Boyd's proposed offering (the "Offering") of 8% subordinate convertible debentures due 5 years from the date of issue (the "Debentures") in the aggregate principal amount of up to \$5,000,000;

(B) Boyd has represented to the Commission that:

1. The Offering is being made pursuant to an offering memorandum (the "45-103 Memorandum") completed in accordance with the form requirements of the proposed amendments to Multilateral Instrument 45-103 – Capital Raising Exemptions (the "Proposed New MI 45-103") published pursuant to MSC Notice 2002-38 (the "MSC Notice").

2. It is anticipated that the Offering will be completed on an exempt basis in the Provinces of British Columbia and Alberta in reliance upon the "offering memorandum exemption" provided for in section 4.1 of the existing Multilateral Instrument 45-103 – Capital Raising Exemptions ("MI 45-103").

3. Boyd is a corporation incorporated under the laws of the Province of Manitoba, is a reporting issuer (or the equivalent thereof) in each of the Provinces of Manitoba and Ontario and, to the best of its knowledge, is not in default of any of the requirements of the Act.

4. Boyd's authorized share capital consists of an unlimited number of Class A (Restricted Voting) shares, an unlimited number of Class B voting shares, an unlimited number of Class C non-voting redeemable preferred shares, 100 Class D voting shares and an unlimited number of Class E voting cumulative redeemable convertible shares, of which 14,488,039 Class A (Restricted Voting) shares, 100 Class D voting shares and 2,125,000 Class E voting cumulative redeemable convertible shares are issued and outstanding as of this date.

5. Boyd owns and operates, either directly or through subsidiaries, automotive collision repair centres in Canada and the United States. The principal names

under which Boyd carries on business in Canada are Boyd Autobody and Glass, Boyd Autobody, Imperial Collision and Service Collision Repair Centres.

6. Subject to a minimum subscription in Manitoba of \$10,000 in aggregate principal amount of Debentures, the Debentures will be offered to persons resident in, or otherwise subject to the securities legislation of, the Provinces of British Columbia and Alberta in reliance upon the exemption from the registration and prospectus requirements of the securities legislation of such Provinces afforded Boyd under the "offering memorandum exemption" provided for in section 4.1 of MI 45-103 (the "OM Exemption").

7. In order to rely on the OM Exemption, Boyd is required to prepare and distribute to potential purchasers of the Debentures in the Provinces of British Columbia and Alberta an offering memorandum in accordance with the requirements of MI 45-103.

8. As MI 45-103 has only been adopted as a rule in the Provinces of British Columbia and Alberta, the exemptions available thereunder are not available to Boyd in the Province of Manitoba.

(C) The Commission is of the opinion that it would not be prejudicial to the public interest to grant the order requested.

IT IS ORDERED:

1. THAT, pursuant to subsection 20(1) of the Act, trades in the Debentures under the Offering are exempt from sections 6 and 37 of the Act, provided that:

(a) Boyd shall prepare and file with the Commission at least 10 days before its use the 45-103 Memorandum.

(b) The 45-103 Memorandum shall contain a statement to the effect that the Offering is being conducted pursuant to this Order and as such the protections normally available under the Act are not available in this instance.

(c) The 45-103 Memorandum shall contain contractual rights of action as described in s. 4.3 of MI 45-103.

(d) The purchaser purchases the security as principal and, at the same time or before the purchaser signs the agreement to purchase the security:

(i) Boyd delivers to the purchaser the 45-103 Memorandum and a copy of this order;

(ii) Boyd obtains a signed risk acknowledgement from the purchaser in compliance with section 4.5(1) of Proposed New MI 45-103; and

(iii) the purchaser is an eligible investor (as that term is defined in Proposed New MI 45-103).

(e) Boyd retains the signed risk acknowledgement referred to in clause 1(c)(ii) above for 8 years after the completion of the Offering.

(f) Boyd holds in trust all consideration received from the purchaser in connection with a trade in the Debentures until midnight on the 2nd business day after the purchaser signs the agreement to purchase the security.

(g) Boyd returns all consideration to a purchaser promptly if that purchaser exercises the right to cancel the agreement to purchase the security by delivering a notice to Boyd not later than midnight on the 2nd business day after the purchaser signs the agreement to purchase the security.

(h) The Offering is completed within 180 days from the date of this Order.

(i) Boyd files a Form 45-103F4 report as contemplated by Proposed New MI 45-103 with the Commission on or before the 10th day after the completion of the Offering.

(j) Boyd files a copy of the 45-103 Memorandum and any update of a previously filed offering memorandum with the Commission on or before the 10th day after each distribution under the 45-103 Memorandum or update of the 45-103 Memorandum.

2. THAT, this Order replaces Order No. 3913 and is effective as of October 15, 2002

BY ORDER OF THE COMMISSION

Deputy Director - Legal